

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 49th ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF SUNIL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY THE 20TH SEPTEMBER, 2025 AT 12.00 PM AT D-8, M.I.D.C., PHASE II, MANPADA ROAD, DOMBIVLI (E) - 421 203, DIST. THANE, TO TRANSACT THE FOLLOWING.

.....

ORDINARY BUSINESS:

Item no. 1: APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2025 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: APPROVAL FOR RE-APPOINTMENT OF MR. PRADEEP CHATRUPRASAD ROONGTA, WHOLE TIME DIRECTOR (HOLDING DIN 00130283) WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint Mr. Pradeep Chatruprasad Roongta, Whole Time Director (Holding DIN 00130283) who retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item no. 3: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR 2024-2025

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

“**RESOLVED THAT** pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re- enactment thereof for the time being in force) and any other applicable provisions, if any, the appointment of M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2025-2026 at remuneration of Rs. 1,50,000/-p.a. (One Lakh Fifty Thousand) plus applicable taxes as paid to them be and is hereby ratified.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Item no. 04: APPOINTMENT OF M/S HSPN & ASSOCIATES, LLP, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR AND FIX THEIR REMUNERATION.

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

“RESOLVED THAT in accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Circulars issued thereunder from time to time, Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee to the Board, M/s HSPN & Associates, LLP, Peer Reviewed firm of Company Secretaries in Practice (Peer Review No. 6035/2024), be and are hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, at a remuneration as may be mutually agreed between the Secretarial Auditors and the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.

**By order of the Board
For Sunil Industries Limited**

**Sourabh Sahu
Company Secretary & Compliance Officer
(M. No. 55322)**

**Date: 14th August, 2025
Place: Dombivali**

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021, Circular No. 21/2021 dated 14th December, 2021, Circular No. 2/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022, Circular No. 09/2023 dated 25th September, 2023 and the latest being Circular No. 09/2024 dated 19th September, 2024 read with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 13th April, 2020 (collectively referred as “MCA circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, 7th October, 2023 and the latest being 3th October, 2024 (collectively referred to as “SEBI circulars”) permitted the holding of AGM through VC/OAVM, without the physical presence of the Members at a common venue till 30th September, 2025. In compliance with the aforesaid MCA circulars and SEBI circulars, the 37th AGM of the Members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
- 3) Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- 4) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
- 5) 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.
- 6) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- 8) The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
- 9) **The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Saturday, 13th September, 2025 up to Friday, 19th September, 2025 (both days inclusive).**
- 10) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
- 11) To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”) in case the shares are held

by them in electronic form and with Share Transfer Register in case the shares are held by them in physical form.

- 12) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
- 13) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Share Transfer Agent, 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.
- 14) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and Updating of Savings Bank Account details to their respective Depository Participants.
- 15) In terms of Section 124 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed (if any) are uploaded on the Company's website at <http://www.sunilgroup.com> for shareholders information.
- 16) Electronic copy of the Notice of the 49th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 49th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 17) Members may also note that the Notice of the 49th Annual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website www.sunilgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@sunilgroup.com.
- 18) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in Electronic/ Demat form, the members may please contact their respective depository participant.
- 19) Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents ("RTA") at the following address: Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083. Tel: +91 22 49186270 Fax: +91 22 49186060. Email: rnt.helpdesk@mufgintime.co.in. Website: <http://www.mufgintime.co.in>.
- 20) If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
- 21) To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of

members holding shares in physical form is verified as per the records of the RTA. Members are requested to keep the same updated.

- 22) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, such person may obtain the User ID and Password from RTA by email request on rnt.helpdesk@linkintime.co.in. In case the e-mail ID is not registered, such Members are requested to register/update the same with the respective depository participants.
- 23) Brief details of the directors, who are seeking re-appointment and brief details of the auditors seeking appointment, are annexed hereto as per requirements of regulation 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standards.
- 24) SEBI has issued a circular on 31st July, 2023 (ref.no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131) and introduced a common Online Dispute Resolution (“ODR”) mechanism to facilitate online resolution of all kinds of disputes arising in the Indian securities market. Members shall initially raise their disputes directly with the Company/ RTA and through SCORES Platform. If the disputes are not resolved or any Member is not satisfied with the resolution provided, then disputes may be raised on SCORES Portal. Further, if Member is not satisfied with the resolution provided by any of the above platforms, the dispute may be raised on ODR Portal. The ODR platform can be accessed at <http://smartodr.in>
- 25) **Voting through electronic means (Remote E-voting):**
 - i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, and SS-2 on General Meetings issued by the ICSI, the Company is pleased to provide to its Members the facility to exercise their votes on resolutions proposed to be considered at the 49th AGM by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM i.e. remote e-voting and e-voting at the AGM will be provided by NSDL.
 - ii) **The remote e-voting period will commence on Wednesday, 17th September, 2025 (9:00 a.m. IST) and ends on Friday, 19th September, 2025 (5:00 p.m. IST).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Saturday, 13th September, 2025** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL e-voting platform for voting thereafter.
 - iii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 13th September, 2025, being the cutoff date, are entitled to vote on the resolutions set forth in this Notice.
 - iv) The Members who had cast their vote by remote e-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast/ modify their vote again.
 - v) The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.
 - vi) The Company has appointed Mr. Kunal Sakpal, Designated Partner of M/s. HSPN & Associates LLP, Practicing Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

vii) The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and e-voting during the AGM, in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.sunilgroup.com/index.html> and on the website of RTA immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE"), where the shares of the Company are listed.

ix) The resolutions shall be deemed to be passed on the date of AGM i.e. 20th September, 2025 subject to receipt of sufficient votes.

INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING MEETING, AS REQUIRED UNDER REGULATION 36 (3) OF THE LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IS AS FOLLOWS:

Particulars	Pradeep Chatruprasad Roongta
Date of Birth (Age)	15/06/1962 (63 years)
Date of Appointment/Re-appointment	1 st September, 2024
Qualifications	Commerce Graduate
Nature of expertise in specific functional areas	Production & Administration
Terms and condition of appointment / reappointment	Whole Time Director and shall be liable to retire by rotation
Details of remuneration sought to be paid (in Rs.)	2,00,000/- p.m. (Rupees Two Lakhs On)
Remuneration last drawn (in Rs.)	2,00,000/- p.m. (Rupees Two Lakhs On)
No. of Meetings of the Board attended during the financial year 2024-25	5 (Five)
Disclosure of relationships between directors inter-se	NIL
Directorships held in other public companies (excluding foreign companies and Section 8 companies)*	NIL
List of Listed Companies in which the person has resigned in the past three years	NIL

Memberships / Chairmanships of committees of o public companies (includes only Audit Committee Stakeholders' Relationship Committee.)**	NIL
Number of shares held in the Company	13,600

**Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded.*

*** Membership and Chairmanship of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.*

#Mr. Pradeep Roongta has abstained from receiving sitting fees from the Company and hence not applicable.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 3:

In terms of Section 148 of the Companies Act, 2013 (“the Act”) read with the Companies (Cost Records and Audit) Rules, 2014 (the “Rules”), as amended from time to time, the Company is required to have an audit conducted of its cost records by a cost accountant in practice for products covered under the Rules.

The Board based on the recommendation of the Audit Committee, has approved the re-appointment of, M/s Shanker Chaudhary & Co., Cost & Management Accountant as Cost Auditor of the Company for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) p.a. plus out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), enactment(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

The Company has received consent and eligibility letter from the Cost Auditor, stating that the Cost Auditor does not suffer from any disqualifications as specified under Section 141(3) of the Act and that the appointment is in accordance with the limits specified in Section 141(3)(g) of the Act.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

In terms of Securities and Exchange Board of India’s Notification No. SEBI/LADNRO/GN/2024/218 dated 12th December, 2024 and pursuant to amendment in Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Section 204 of Companies Act, 2013 (the “Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Rules”) and other applicable provisions of the Act, if any, every listed company is required to appoint a Secretarial Audit firm as Secretarial Auditor not more than 2 (two) terms of 5 (Five) consecutive years, subject to the approval of the Members in its AGM.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Members, the Board of Directors of the Company upon the recommendation of the Audit Committee at their respective meetings held on 14th August, 2025, approved the appointment of M/s. HSPN & Associates LLP, Peer Reviewed Firm

of Company Secretaries in Practice (Peer Review No. 6035/2024), as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years from 1st April, 2025 to 31st March, 2030.

Credentials of the Secretarial Auditor:

M/s. HSPN & Associates LLP is a peer reviewed firm of Company Secretaries established in the year 1989 and based at Mumbai. The firm has a wide and extensive corporate experience of more than 3 decades. The firm provides comprehensive professional services in regulatory compliances including Corporate Laws, SEBI Regulations and FEMA Regulations and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditor.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditor of the Company, in accordance with the provisions of Regulation 24A of the Listing Regulations and Section 204 of the Act and have confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditor in term of provisions of the Act, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated 31st December, 2024.

Terms and conditions of appointment & remuneration:

a. Term of appointment: 5 (Five) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 i.e. 1st April, 2025 to 31st March, 2030.

b. Basis of recommendation: The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the partner in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Accordingly, consent of the Members is being sought to pass an ordinary resolution as set out at Item No. 4 of this Notice for appointment of M/s. HSPN & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice (Peer Review No. 6035/2024), as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 4 of the Notice.

**By order of the Board
For Sunil Industries Limited**

**Sourabh Sahu
Company Secretary and Compliance Officer
(M. No. ACS 55322)**

Date: 14th August, 2025

Place: Dombivali

SUNIL INDUSTRIES LIMITED
CIN NO: L99999MH1976PLC019331
REG OFFICE: D 8 MIDC PHASE II, MANPADA ROAD, DOMBIVLI (EAST), THANE, MAHARASHTRA- 421201.
Web: www.sunilgroup.com Tel: 0251-2870749

49th Annual General Meeting

Attendance Slip Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall. I hereby record my presence at the 49th Annual General Meeting of the Company at registered office D-8, M.I.D.C., Phase II, Manpada Road, Dombivli (E) - 421 203 Dist. Thane, Maharashtra, at 12:00 (IST) p.m. on Saturday, the 20th September, 2025.

Full name of the shareholder _____

Signature _____

(in block capitals)

Folio No. _____/

DP ID No.* _____ &

Client ID No.* _____

*Applicable for members holding shares in electronic mode.

Full name of Proxy _____

Signature _____

(in block capitals)

Note: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Form No. 11

Proxy Form

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

CIN: L99999MH1976PLC019331

Name of the Company: SUNIL INDUSTRIES LIMITED

Name of the member:

Registered address:

Email ID:

Folio No. / Client ID:

DP ID:

I/We, being the member (s) of _____ shares of the above-named Company, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature, _____; or failing him/her

2. Name:

Address:

E-mail ID:

Signature, _____; or failing him/her

3. Name:

Address:

E-mail ID:

Signature, _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on Saturday, the 20th day of September, 2025 at 12:00 p.m. at D-8, M.I.D.C., Phase II, Manpada Road, Dombivli (E) - 421 203 Dist. Thane, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item no. 1: APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

Item No. 2: APPROVAL FOR RE-APPOINTMENT OF MR. PRADEEP CHATRUPRASAD ROONGTA, WHOLE TIME DIRECTOR (HOLDING DIN 00130283) WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Item no. 3: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR 2024-2025

Item no. 04: APPOINTMENT OF M/S HSPN & ASSOCIATES, LLP, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR AND FIX THEIR REMUNERATION.

Signed this _____ day of _____, 2025

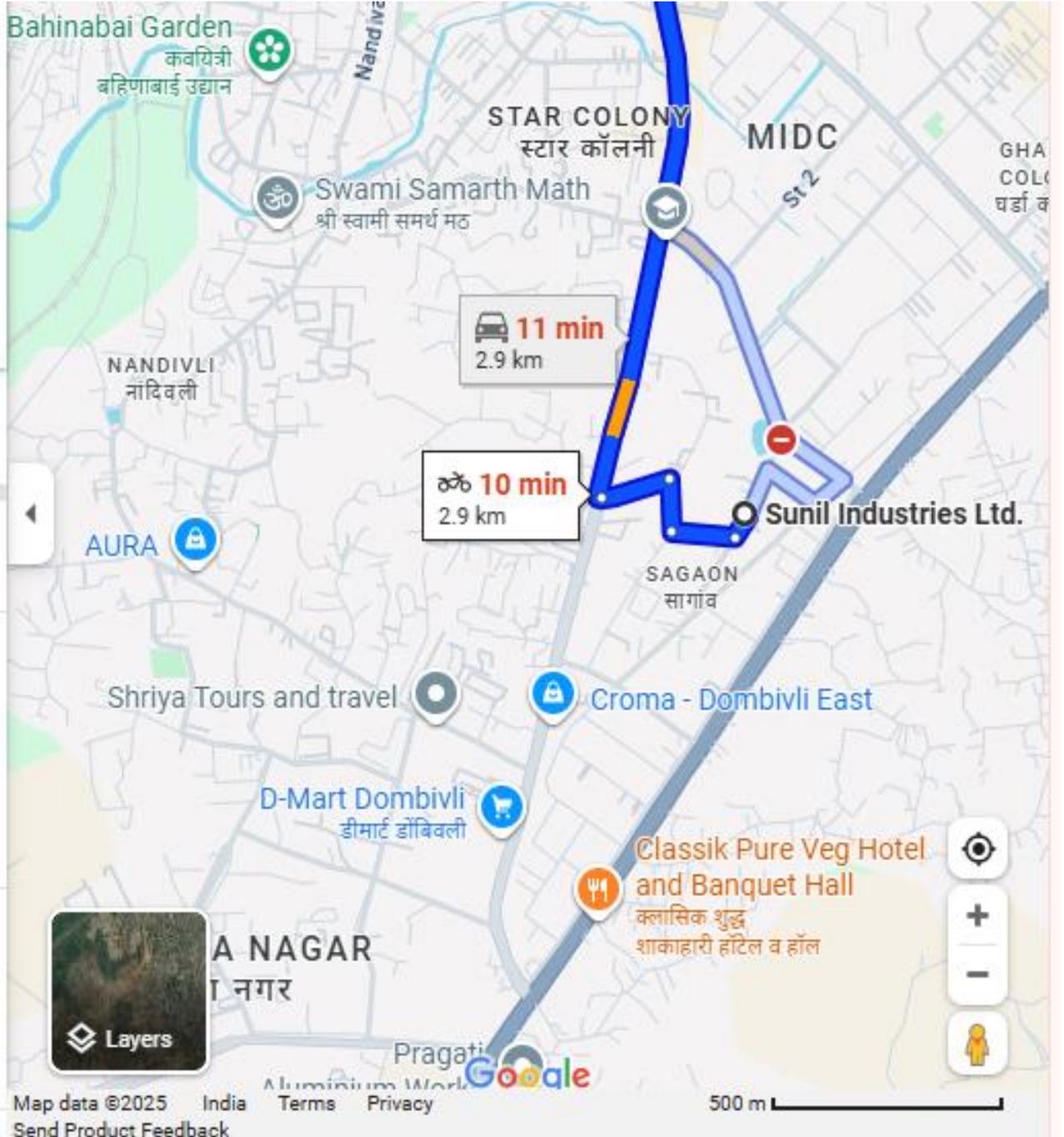
Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

ROUTE MAP

SUNIL INDUSTRIES LIMITED

Registered Office: D 8 MIDC Phase II, Manpada Road, Dombivli (East), Thane – 421201, Maharashtra.



49TH ANNUAL REPORT

2024 - 2025



SUNIL INDUSTRIES LIMITED

(L99999MH1976PLC019331)

CORPORATE INFORMATION:

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Mr. Vinod Lath (DIN: 00064774)	:	Chairman and Managing Director
Mr. Pradeep Roongta (DIN: 00130283)	:	Whole-Time Director & CFO
Mrs. Shruti Saraf (DIN: 07521927)	:	Independent Non-Executive Woman Director
Mr. Rajesh Tibrewal (DIN: 00130509)	:	Independent Non-Executive Director
Mr. Bindu Darshan Shah (DIN: 07131459)	:	Independent Non-Executive Women Director
Mr. Sourabh Sahu (ACS 55322)	:	Company Secretary

REGISTERED OFFICE:

D-8, M.I.D.C., Phase II,
Manpada Road, Dombivli (E) - 421 203
Dist. Thane, Maharashtra.

MANUFACTURING UNITS:

Spinning Unit:

S.F.No. 324/1, Karungal Village,
K. Anapatti Post, Vedasandur Taluk,
Dist. Dindigul - 624 620.

Weaving Unit:

Plot No. 60- B, Parvati Industrial Area,
Kondigre Road, Near Gangajal Water Tank,
Yadrav, Ichalkaranji.

Processing Unit:

D-8, MIDC, Phase II,
Manpada Road, Dombivli (E),
Dist. Thane - 421 203.

BANKERS:

Standard Chartered Bank

STATUTORY AUDITORS:

M/S. V.K. Beswal & Associates,
Chartered Accountants, Mumbai

SECRETARIAL AUDITOR:

HSPN & Associates LLP
Company Secretaries, Mumbai

INTERNAL AUDITOR:

Chetan Jain & Associates
Chartered Accountants, Mumbai

COST AUDITOR:

M/s. Shanker Chaudhary & Co.,
Cost Accountants, Mumbai

SHARE TRANSFER AGENTS:

MUFG Intime India Private Limited formerly
known as (Link Intime India Private Limited),
Add.: C 101, 247 Park,
L.B.S.Marg, Vikhroli (West),
Mumbai - 400083.

SHARES LISTED AT:**BSE Limited**

PhirozeJeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.

49th ANNUAL GENERAL MEETING

Date:	20th September, 2025
Day:	SATURDAY
Time:	12.00 NOON
Place:	D-8, M.I.D.C., Phase II, Manpada Road, Dombivli (E) - 421 203, Dist. Thane, Maharashtra.

Sunil Industries Limited

CIN No: L99999MH1976PLC019331

**Reg Office: D 8 MIDC Phase II, Manpada Road,
Dombivli (East), Thane, Maharashtra-421201.**

Web: www.sunilgroup.com, Tel: 0251-2870749

INDEX

Sr. No	Particulars	Page No.
1.	Notice	05
2.	Director's Report	22
3.	Secretarial Audit Report	39
4.	Corporate Governance Report	43
5.	Certificate on Corporate Governance by Practicing Company Secretary	67
6.	Management Discussion Report	70
7.	Auditors' Report	76
8.	Balance-Sheet	85
9.	Profit & Loss Account	86
10.	Cash Flow Statement	87
11.	Notes	88

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 49th ANNUAL GENERAL MEETING (AGM) OF MEMBERS OF SUNIL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY THE 20TH SEPTEMBER, 2025 AT 12.00 PM AT D-8, M.I.D.C., PHASE II, MANPADA ROAD, DOMBIVLI (E) - 421 203, DIST. THANE, TO TRANSACT THE FOLLOWING.

.....

ORDINARY BUSINESS:

Item no. 1: APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2025 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: APPROVAL FOR RE-APPOINTMENT OF MR. PRADEEP CHATRUPRASAD ROONGTA, WHOLE TIME DIRECTOR (HOLDING DIN 00130283) WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint Mr. Pradeep Chatruprasad Roongta, Whole Time Director (Holding DIN 00130283) who retires by rotation at the ensuing Annual General Meeting, and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

Item no. 3: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR 2024-2025

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

“**RESOLVED THAT** pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and any other applicable provisions, if any, the appointment of M/s Shanker Chaudhary & Co., Cost Accountants as Cost Auditors of the Company by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year 2025-2026 at remuneration of Rs. 1,50,000/-p.a. (One Lakh Fifty Thousand) plus applicable taxes as paid to them be and is hereby ratified.”

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”

Item no. 04: APPOINTMENT OF M/S HSPN & ASSOCIATES, LLP, PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITOR AND FIX THEIR REMUNERATION.

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

“RESOLVED THAT in accordance with the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Circulars issued thereunder from time to time, Section 204 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee to the Board, M/s HSPN & Associates, LLP, Peer Reviewed firm of Company Secretaries in Practice (Peer Review No. 6035/2024), be and are hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, at a remuneration as may be mutually agreed between the Secretarial Auditors and the Board of Directors of the Company or any Committee of the Board, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board of Directors to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.

**By order of the Board
For Sunil Industries Limited**

**Sourabh Sahu
Company Secretary & Compliance Officer
(M. No. 55322)**

**Date: 14th August, 2025
Place: Dombivali**

NOTES:

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2) Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.

3) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

4) 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.

5) Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.

6) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

7) The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

8) The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Saturday, 13th September, 2025 up to Friday, 19th September, 2025 (both days inclusive).

9) As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.

10) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with Share Transfer Register in case the shares are held by them in physical form.

11) Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.

12) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Share Transfer Agent, 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.

13) Members whose shareholding is in the electronic mode are requested to direct change of address notifications and Updating of Savings Bank Account details to their respective Depository Participants.

14) In terms of Section 124 of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed

(if any) are uploaded on the Company's website at <http://www.sunilgroup.com> for shareholders information.

15) Electronic copy of the Notice of the 49th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 49th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

16) Members may also note that the Notice of the 49th Annual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website www.sunilgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@sunilgroup.com.

17) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in Electronic/ Demat form, the members may please contact their respective depository participant.

18) Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents ("RTA") at the following address: Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083. Tel: +91 22 49186270 Fax: +91 22 49186060. Email: rnt.helpdesk@mufgintime.co.in. Website: <http://www.mufgintime.co.in>.

19) If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

20) To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the RTA. Members are requested to keep the same updated.

21) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, such person may obtain the User ID and Password from RTA by email request on rnt.helpdesk@linkintime.co.in. In case the e-mail ID is not registered, such Members are requested to register/update the same with the respective depository participants.

22) Brief details of the directors, who are seeking re-appointment and brief details of the auditors seeking appointment, are annexed hereto as per requirements of regulation 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standards.

INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING MEETING, AS REQUIRED UNDER REGULATION 36 (3) OF THE LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, IS AS FOLLOWS:

Particulars	Pradeep Roongta	Chatruprasad
Date of Birth (Age)	15/06/1962 (63 years)	

Date of Appointment/Re-appointment	1 st September, 2024
Qualifications	Commerce Graduate
Nature of expertise in specific functional areas	Production & Administration
Terms and condition of appointment / reappointment	Whole Time Director and shall be liable to retire by rotation
Details of remuneration sought to be paid (in Rs.)	2,00,000/- p.m. (Rupees Two Lakhs Only)
Remuneration last drawn (in Rs.)	2,00,000/- p.m. (Rupees Two Lakhs Only)
No. of Meetings of the Board attended during the financial year 2024-25	5 (Five)
Disclosure of relationships between directors inter-se.	NIL
Directorships held in other public companies (excluding foreign companies and Section 8 companies)*	NIL
List of Listed Companies in which the person has resigned in the past three years	NIL
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)**	NIL
Number of shares held in the Company	13,600

**Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded.*

*** Membership and Chairmanship of only Audit Committees and Stakeholders' Relationship Committees have been included in the aforesaid table.*

#Mr. Pradeep Roongta has abstained from receiving sitting fees from the Company and hence not applicable.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 17th September, 2025 at 09:00 A.M. and ends on 19th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th September, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2025.

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

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

Step 1: Access to NSDL e-Voting system

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 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 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
---	---

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:

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for e-Voting and joining virtual meeting 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.nsdl.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.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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’?
If your email ID is registered in your demat account or with the company, your

'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 whose 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 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 kunal@hspnassociates.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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.: 022 - 4886 7000 or send a request to NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cssunilgroup@gmail.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 cssunilgroup@gmail.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.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. 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.
5. 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 cssunilgroup@gmail.com. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

SD/-

SOURABH SAHU

COMPANY SECRETARY AND COMPLIANCE OFFICER

M. No. ACS55322

DATE: 14th August, 2025

PLACE: DOMBIVLI

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 3:

In terms of Section 148 of the Companies Act, 2013 (“the Act”) read with the Companies (Cost Records and Audit) Rules, 2014 (the “Rules”), as amended from time to time, the Company is required to have an audit conducted of its cost records by a cost accountant in practice for products covered under the Rules.

The Board based on the recommendation of the Audit Committee, has approved the re-appointment of, M/s Shanker Chaudhary & Co., Cost & Management Accountant as Cost Auditor of the Company for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) p.a. plus out-of-pocket expenses.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), enactment(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

The Company has received consent and eligibility letter from the Cost Auditor, stating that the Cost Auditor does not suffer from any disqualifications as specified under Section 141(3) of the Act and that the appointment is in accordance with the limits specified in Section 141(3)(g) of the Act.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

In terms of Securities and Exchange Board of India’s Notification No. SEBI/LADNRO/GN/2024/218 dated 12th December, 2024 and pursuant to amendment in Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Section 204 of Companies Act, 2013 (the “Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Rules”) and other applicable provisions of the Act, if any, every listed company is required to appoint a Secretarial Audit firm as Secretarial Auditor not more than 2 (two) terms of 5 (Five) consecutive years, subject to the approval of the Members in its AGM.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Members, the Board of Directors of the Company upon the recommendation of the Audit Committee at their

respective meetings held on 14th August, 2025, approved the appointment of M/s. HSPN & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice (Peer Review No. 6035/2024), as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years from 1st April, 2025 to 31st March, 2030.

Credentials of the Secretarial Auditor:

M/s. HSPN & Associates LLP is a peer reviewed firm of Company Secretaries established in the year 1989 and based at Mumbai. The firm has a wide and extensive corporate experience of more than 3 decades. The firm provides comprehensive professional services in regulatory compliances including Corporate Laws, SEBI Regulations and FEMA Regulations and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditor.

The Company has received consent and eligibility letter from the proposed auditor to act as the Secretarial Auditor of the Company, in accordance with the provisions of Regulation 24A of the Listing Regulations and Section 204 of the Act and have confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditor in term of provisions of the Act, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated 31st December, 2024.

Terms and conditions of appointment & remuneration:

a. Term of appointment: 5 (Five) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 i.e. 1st April, 2025 to 31st March, 2030.

b. Basis of recommendation: The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the partner in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

Accordingly, consent of the Members is being sought to pass passing an ordinary resolution as set out at Item No. 4 of this Notice for appointment of M/s. HSPN & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice (Peer Review No. 6035/2024), as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years.

The Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the resolution set out at Item No. 4 of the Notice.

**By order of the Board
For Sunil Industries Limited**

**Sourabh Sahu
Company Secretary and Compliance Officer
(M. No. ACS 55322)**

Date: 14th August, 2025

Place: Dombivali

SUNIL INDUSTRIES LIMITED
CIN NO: L99999MH1976PLC019331
REG OFFICE: D 8 MIDC PHASE II, MANPADA ROAD, DOMBIVLI (EAST), THANE,
MAHARASHTRA- 421201.
Web: www.sunilgroup.com Tel: 0251-2870749

49th Annual General Meeting

Attendance Slip Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall. I hereby record my presence at the 49th Annual General Meeting of the Company at registered office D-8, M.I.D.C., Phase II, Manpada Road, Dombivli (E) - 421 203 Dist. Thane, Maharashtra, at 12:00 (IST) p.m. on Saturday, the 20th September, 2025.

Full name of the shareholder _____
(in block capitals)

Signature _____

Folio No. _____ / DP ID No.* _____ &

Client ID No.* _____

*Applicable for members holding shares in electronic mode.

Full name of Proxy _____
(in block capitals)

Signature _____

Note: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

Form No. 11

Proxy Form

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

CIN: L99999MH1976PLC019331

Name of the Company: SUNIL INDUSTRIES LIMITED

Name of the member:

Registered address:

Email ID:

Folio No. / Client ID:

DP ID:

I/We, being the member (s) of _____ shares of the above-named Company, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature, _____; or failing him/her

2. Name:

Address:

E-mail ID:

Signature, _____; or failing him/her

3. Name:

Address:

E-mail ID:

Signature, _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 49th Annual General Meeting of the Company, to be held on Saturday, the 20th day of September, 2025 at 12:00 p.m. at D-8, M.I.D.C., Phase II, Manpada Road, Dombivli (E) - 421 203 Dist. Thane, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

1. APPROVAL OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2025
2. APPROVAL FOR RE-APPOINTMENT OF MR. PRADEEP CHATRUPRASAD ROONGTA, WTD (DIN 00130283) WHO IS RETIRING BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.
3. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR 2024-25
4. APPOINTMENT M/S. HSPN & ASSOCIATES, LLP, PRACTICING COMPANY SECRETARY AS SECRETARIAL AUDITOR AND FIX THEIR REMUNERATION

Signed this _____ day of _____, 2025

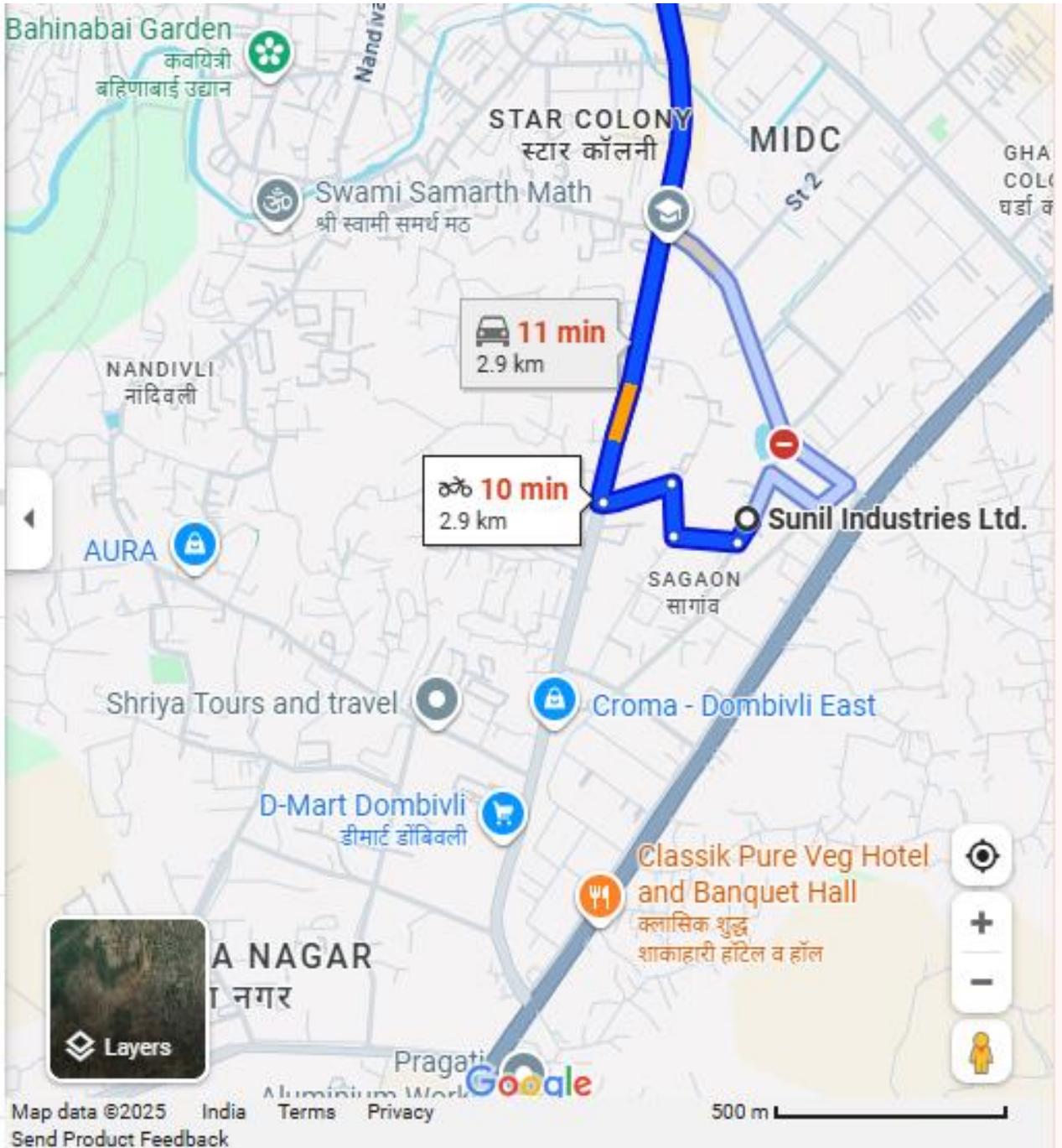
Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting

ROUTE MAP

SUNIL INDUSTRIES LIMITED

Registered Office: D 8 MIDC Phase II, Manpada Road, Dombivli (East), Thane – 421201, Maharashtra.



DIRECTORS' REPORT TO THE SHAREHOLDERS FOR FINANCIAL YEAR ENDED
31ST MARCH, 2025.

To,
The Members,
SUNIL INDUSTRIES LIMITED,
DOMBIVLI

Dear Members

Your director's have great pleasure in presenting **49th Annual Report** along with the Audited Balance Sheet and Profit and Loss Account for the financial year ("F.Y.") ended on **31st March, 2025.**

1. FINANCIAL SUMMARY:

The Financial Results are briefly indicated below:

(Rs. In Lakhs)

Particulars	Financial Year 2024-2025 (FY 2025)	Financial Year 2023-2024 (FY 2024)
Revenue from operations	17,184.35	18,020.58
Other Income	34.87	18.96
Total Revenue	17,219.22	18,039.55
Profit before Interest, Depreciation and Tax	482.95	374.53
Less:		
Tax Expenses	92.86	150.95
Profit after Tax	390.09	223.58
Less : Share of Non-Controlling Interest	0	0
Net Profit for the year	390.09	223.58
Other Comprehensive Income	1.90	1.58
Total Comprehensive Income	392	225.16

2. PERFORMANCE OF THE COMPANY AND STATE OF COMPANY'S AFFAIRS:

During the year ended 31st March, 2025, your Company reported total revenue of Rs. 172,19,22,000/- (One Seventy-Two Crore Nineteen Lakh Twenty-Two Thousand) which in comparison to previous year's figures have decreased by approximately 4.64%. The Net Profit after tax and OCI is Rs. 3,92,00,000/- (Three Crore Ninety-Two Lakh) as compared to Rs.

2,25,16,000/- (Two Crore Twenty-Five Lakh Sixteen Thousand) in previous year marking an addition of approximately 42.56% as compared to previous year's figure.

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis for the year under review.

3. THE CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There is no change in the nature of business of the Company.

4. TRANSFER TO RESERVES:

During the year under review, no amount is proposed to be transferred to General Reserve out of the net profits of the Company for the Financial Year 2023-2024. Hence, the entire amount of profit has been carried forward to the Profit & Loss Reserve Account.

5. DIVIDEND:

In order to conserve the reserves for a sustainable future, your Company does not recommend any Dividend during the Financial Year 2024-2025.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there are no unpaid dividends pending of the Company.

7. DIVIDEND DISTRIBUTION POLICY

Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') requires the top 1000 listed entities, based on market capitalization calculated as on March 31 of every Financial Year, to formulate a Dividend Distribution Policy and disclose the same in the Annual Report and on the website of the Company. However, Your Company is out of purview of top 1000 listed entities based on market capitalization calculated as on March 31 2025. Therefore, it is not applicable to the Company.

8. SHARE CAPITAL

As at 31st March, 2025, the Authorised Share Capital of the Company stood at Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,000 (Five Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each. The Issued, Subscribed and Paid-up Equity Share Capital of the Company stood at Rs. 4,19,84,000/- (Rupees Four Crore Nineteen Lakh Eighty-Four Thousand Only) divided into 41,98,400 (Forty One Lakh Ninety Eight Thousand Four Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each.

9. DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

All the equity shares issued by the Company carry similar voting rights and the Company has not issued any equity shares with differential voting rights during the financial year under review.

10. DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS

The Company has not granted any employee stock options (ESOPs) during the financial year under review. Hence, disclosure of ESOPs under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is not required.

11. DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES

The Company, under the provisions of Section 54 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014, has not issued any sweat equity shares during the financial year under review and hence the disclosure requirements in this connection will not apply to the Company.

12. BUY-BACK

The Company has not bought back its shares during the financial period under review.

13. ANNUAL RETURN:

The Annual Return pursuant to the provisions of Section 92 read with Rule 12 of (Management and Administration) Rules, 2014 is available at the Website of the Company. www.sunilgroup.com

14. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

During the financial year, the Board had met Six (6) times on 27.05.2024, 29.06.2024, 26.07.2024, 26.08.2024, 11.11.2024 and 03.02.2025.

15. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year on 03rd February, 2025 to review the working of the Company, its Board and Committees.

16. DIRECTORS RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013 The Board of Directors of the Company hereby confirms:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- ii. That the selected accounting policies were applied consistently and the Directors 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 31st March, 2025, and that of the profit of the Company for the year ended on that date.
- iii. That proper and sufficient care has been taken 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.
- iv. That the annual accounts have been prepared on a going concern basis.
- v. The Board has laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. REPORTING OF FRAUD BY AUDITORS

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

18. DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations from all these Independent Directors confirming that they meet with the criteria of independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, they fulfil the condition for appointment/ re-appointment as Independent Director on the Board. Further, in the opinion of the Board, the Independent Directors also possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5)(iiiia) of the Companies (Accounts) Rules, 2014.

19. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL/ EXECUTIVE DIRECTORS

During the said year, the following changes took place:

- (a) Due to expiry of second term Mr. Rohit Gadia (DIN: 02175342) ceased to be Independent Non-Executive Director of the Company w.e.f. end of business hours on 31st March, 2024;
- (b) Mr. Vinod Lath (DIN: 00064774) was re-appointed as Managing Director of the Company w.e.f. 1st September, 2024;
- (c) Mr. Pradeep Roongta (00130283) was re-appointed as Whole Time Director of the Company w.e.f. 1st September, 20024;
- (d) Ms. Bindu Shah (07131459) was appointed as Additional Independent Non-Executive Director of the Company w.e.f. 29th June, 2024. Further, she was appointed by the shareholders in their AGM held on 28th September, 2024 as Independent Non-Executive Director.

The present composition of the Board is in compliance with the provisions of Section 149 of the Companies Act, 2013. Mr. Vinod Lath and Mr. Pradeep Roongta are Executive Directors and Ms. Bindu Darshan Shah, Mrs. Shruti Saraf and Mr. Rajesh Tibrewal are the Independent Directors on the Board.

20. OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR

The Board states that during the financial year there has been no new appointment of Independent Directors and its present three Independent Directors fulfil the conditions of integrity, expertise and experience based on the size and operations of your Company. Further the Board hereby states that by virtue of Independent Directors being appointed as for a period of 5 years or more, therefore by virtue of the same the mandatory online proficiency self-assessment test is exempted for the Independent Directors of your Company.

21. ATTRIBUTES, QUALIFICATIONS & INDEPENDENCE OF DIRECTORS, THEIR APPOINTMENT AND REMUNERATION

The Nomination & Remuneration Committee of Directors have approved a policy for selection, appointment and remuneration of Directors which inter-alia requires that composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management Employees and the Directors appointed shall be of high integrity with relevant expertise and experience so as to have diverse Board and the Policy also lays down the positive attributes/ criteria while recommending the candidature for the appointment as Director. Details of the Nomination, Remuneration and Evaluation Policy are set out are available at website of the Company at www.sunilgroup.com.

The Committee Met 3 (Three) times in the financial year.

22. DISCLOSURE PURSUANT TO SECTION 197(14) OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

During the Year under review, the Company does not have any Holding or Subsidiary Company. Therefore, the provision as mentioned under Section 197(14) of the Companies Act, 20013 and rules made thereunder are not applicable to the Company.

23. AUDITORS AND AUDITORS REPORT:

A. STATUTORY AUDITORS:

M/s. V.K. Beswal & Associates, Chartered Accountants, was appointed as Statutory Auditors of the Company pursuant to the provisions of Sections 139 (8) of the Companies Act, 2013 to hold office from the conclusion of 47th Annual General Meeting of the Company until the conclusion of the 52nd Annual General Meeting of the Company to be held in the year 2028.

B. COST RECORDS AND COST AUDITOR

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 is applicable to your Company.

M/s. Shanker Chaudhary & Co., Cost Accountant were appointed as Cost Accountants in compliance of Section 148(1) read with Section 139 of the Companies Act, 2013 to audit Cost records maintained by the Company for the financial year commencing from 01st April, 2024 and ending 31st March, 2025.

C. INTERNAL AUDITORS:

The company had appointed M/s Chetan Jain & Associates, Chartered Accountants, Mumbai, as Internal Auditor of the company for Financial Year 2024-2025.

D. SECRETARIAL AUDITOR:

The Company has appointed M/s HSPN & Associates LLP, Company Secretaries, as Secretarial Auditors of the Company to carry out the Secretarial Audit for the Financial Year 2024 - 2025 and to issue Secretarial Audit Report as per the prescribed format under rules in terms of

Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The report of secretarial Auditor is appended to this report as **Annexure C** to Director's Report.

24. EXPLANATION OR COMMENTS ON QUALIFICATION, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICISING COMPANY SECRETARY IN THEIR REPORTS:

The Statutory Auditor's Report does not contain any qualifications, reservations or adverse remarks, but Secretarial Audit Report contains qualifications pursuant to Regulations 31 (2) of Listing Obligation, Disclosure Requirements, Regulations 2015 for Dematerialization of Promoters shareholding. The company would like to inform that Promoters being distant relatives of each other are scattered all over and hence it is very difficult to convert each promoter's physical holding into Demat, however the company is in the process for conversion of the same as per Regulations 31 (2) of LODR. The Report of the secretarial auditor in MR-3 is given as an Annexure which forms part of this report.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of investment made under Section 186 of the Companies Act, 2013 have been disclosed in the financial statements in Note 4 of the Financial Statement.

The Company has not given any loans falling under Section 185 and 186 of the Companies Act 2013 nor has it provided any Corporate Bank guarantee.

26. SUBSIDIARIES AND ASSOCIATE COMPANIES

The Company does not have any subsidiaries, joint venture and associate companies as on 31st March, 2025, therefore report on the highlights of performance of subsidiaries, joint venture and associate companies is not provided in this report.

27. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, transactions are being reported in **Form AOC-2 i.e., Annexure B** in terms of Section 134 Companies (Accounts) Rules, of the Act read with Rule 8 of the 2014. However, the details of the transactions with the Related Party are provided in the Company's financial statements in accordance with the Accounting Standards as applicable to the Company.

All Related Party Transactions are presented to the Audit Committee and the Board and wherever forecasted Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.sunilgroup.com.

28. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There have been no material changes and commitments affecting the financial position of the Company occurred during the financial year.

29. CASH FLOW AND STANDALONE FINANCIAL STATEMENTS

As required under Regulation 34 of the Listing Regulations, a Cash Flow Statement and Standalone Financial Statements is part of the Annual Report.

30. CONSERVATION OF ENERGY-TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE ETC:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is **Annexure A to Director's Report**.

31. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed and also discussed at the meetings of the Audit Committee and the Board of Directors of the Company. Safety at work is being followed at all times.

32. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

33. ANNUAL EVALUATION BY THE BOARD:

In compliance with the Companies Act, 2013, and Regulation 17 of the Listing Regulations, 2015 the performance evaluation of the Board and its Committees were carried out during the year under review. More details on the same are given in the Annexure to Corporate Governance Report.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings.
- ii. Quality of contribution to Board deliberations.
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance.

- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Commitment to shareholder and other stakeholder interests.
- vi. The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

34. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The familiarization programme aims to provide Independent Directors with the Textile industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes. The policy on Company's familiarization programme for Independent Directors is posted on Company's website at www.sunilgroup.com along with the Familiarization programme for F.Y 2024-2025 along with the hours spent on the Programme.

35. PARTICULARS OF EMPLOYEES AND MEDIAN REMUNERATION:

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

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year:**

Name of the Directors	Ratio to Median Remuneration
Non-executive Directors	
Mr. Rajesh Tibrewal	NA
Mrs. Shruti Saraf	NA
Executive Directors	
Mr. Vinod Lath	1: 11
Mr. Pradeep Roongta	1: 11
Company Secretary	
Mr. Saurabh Sahu	1:0.99

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

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% Increase in Remuneration in the Financial Year
Ms. Bindu Darshan Shah	NA
Mr. Rajesh Tibrewal	NA
Mrs. Shruti Saraf	NA

Mr. Vinod Lath	Constant
Mr. Pradeep Roongta	Constant
Mr. Saurabh Sahu	No changes

- c. The median remuneration for the year 2024-2025 is **2,18,040/-**
- d. The percentage increase/(decrease) in the median remuneration of employees in the financial year: **(19.57%)**
- e. The number of permanent employees on the rolls of Company: 31
- f. **The explanation on the relationship between average increase in remuneration and Company Performance:**

The overall decrease in aggregate remuneration is due to reduction of employees. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- g. **Comparison of the remuneration of the key managerial personnel against the performance of the Company:**

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 31.03.2025	
Revenue	Rs. 172,19,22,000
Remuneration of KMPs (as a % of revenue)	0.29 %
Profit before Tax (PBT)	Rs. 4,82,95,000
Remuneration of KMP (as a % of PBT)	10.39 %

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

There is no change in managerial remuneration for the relevant year as compared to previous year.

- i. **Comparison of each remuneration of the key managerial personnel against the performance of the Company:**

	Mr. Vinod Lath (Managing Director)	Mr. Pradeep Roongta (Whole-Time Director & CFO)	Mr. Saurabh Sahu (Company Secretary)
Remuneration in FY 2024-2025	Rs. 24,00,000	Rs. 24,00,000	Rs. 2,16,000

Remuneration as % of Revenue	0.13%	0.13%	0.0125%
Remuneration as % of Profit before Tax	4.97%	4.97%	0.45%

j. The key parameters for any variable component of remuneration availed by the directors:

There are no variable components of remuneration provided to the Directors.

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

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

The Nomination and Remuneration Committee of the Company has affirmed that the remuneration is as per the remuneration policy of the Company. The policy is available on the company's website: www.sunilgroup.com.

l. The statement containing particulars and remuneration paid to employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company since there are no employees drawing remuneration in excess of the prescribed limits and hence not disclosed in the Report.

36. DEPOSITS:

The Company has neither accepted nor renewed any deposits during the year under review.

37. THE DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the year no Significant and Material Orders passed by the regulations or Courts or Tribunals impacting the going concern status and Company's operations in future.

38. INTERNAL CONTROL SYSTEM:

The Company's internal controls system has been established on values of integrity and operational excellence and it supports the vision of the Company "To be the most sustainable and competitive Company in our industry". The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

39. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Act) for reporting and conducting inquiry into the complaints made by the victim on the harassments at the workplace.

Your Directors further state that during the fiscal year 2024-25, there were no complaints received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The following is reported pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a) Number of complaints filed during the F.Y.: Nil
- b) Number of complaints disposed off during the F.Y.: Nil
- c) Number of complaints pending as on end of the F.Y.: Nil

40. INSOLVENCY AND BANKRUPTCY CODE

During the year, there was no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 hence the requirement to disclose the details of application made or proceeding pending at the end of financial year is not applicable.

41. DISCLOSURE UNDER RULE 8(5)(XII) OF THE COMPANIES (ACCOUNTS) RULES, 2014

During the year, there were no instances where your Company required the valuation for one-time settlement or while taking the loan from the Banks or Financial institutions. The requirement to disclose the details of difference between amount of valuation done at the time of onetime settlement and valuation done while taking loan from the Banks and Financial Institutions along with the reasons thereof is also not applicable.

42. COMPLIANCE WITH MATERNITY BENEFIT ACT, 1961

The Company is fully compliant with the provisions of the Maternity Benefit Act, 1961, and all applicable rules and amendments thereof. The Company provides maternity benefits, including paid leave and other entitlements, to eligible women employees in accordance with the Act.

During the financial year 2024-25, the Company has ensured that all eligible women employees have been granted maternity leave and associated benefits as per the statutory requirements. The internal policies of the Company also support a safe and inclusive work environment for women during and post maternity period.

The Company continues to foster a workplace that promotes health, well-being, and equality for all employees.

43. VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT

There has been no voluntarily revision in the financial statements and board's report for the previous financial years.

44. COMMITTEES OF THE BOARD

The Board/Company has duly constituted the following mandatory Committees pursuant to the provisions of the Act; 2013 rules framed there under and SEBI Listing Regulations.

As on 31st March, 2025, the Board has the following Committees:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

The Composition of all above Committees, number of meetings held during the year under review, brief terms of reference and other details have been incorporated in the Section of Corporate Governance Report forming part of this Report.

All the recommendations made by the Committees were accepted by the Board.

45. VIGIL MECHANISMPOLICY FOR DIRECTORS AND EMPLOYEES:

The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Whistle Blower Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The Company has also provided direct access to Chairman of Audit Committee on reporting issues concerning the interests of co-employees and the Company. The Vigil Mechanism Policy is available at the website of the company: www.sunilgroup.com. No instance under the Whistle Blower Policy was reported during the financial year 2024-2025.

46. REGISTRAR AND SHARE TRANSFER AGENT

M/s MUFG Intime India Private Limited, C 101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli West, Mumbai - 400083, Maharashtra, is the Registrar and Share Transfer Agent of the Company for the physical and Demat shares. The members are requested to contact directly for any requirements.

47. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under regulation 34 (3) and Part B of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Annual Report.

48. CORPORATE GOVERNANCE:

The Company is committed towards maintaining the highest standards of Corporate Governance and adhering to the Corporate Governance requirements as set out by Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under Regulation 34 (3) and Part C of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 forms part of the Annual Report. The Certificate from the practicing Company Secretary

confirming compliance with the conditions of Corporate Governance as stipulated under Regulation 34 (3) and Part E of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 is also published in this Annual Report.

49. REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance as stipulated under Regulation 34 (3) and Part C of Schedule V of the SEBI (Listing Obligation and Disclosure Requirement), Regulation 2015 prepared by HSPN Associates & LLP, Company Secretaries, forms part of the Annual Report and is annexed hereto as **Annexure D**.

50. SECRETARIAL STANDARDS:

Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2 as revised by the ICSI, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been followed by the Company.

51. POLICIES:

The Company seeks to promote highest levels of ethical standards in the normal business transaction guided by the value system. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates formulation of certain policies for Listed Companies. The Policies are reviewed periodically by the Board and are updated based on the need and compliance as per the applicable laws and rules and amended from time to time. The policies are available on the website of the Company at www.sunilgroup.com.

52. ENHANCING SHAREHOLDER VALUE

Your company firmly believes that its success, the marketplace and a good reputation are among the primary determinants of value to the shareholder. The organizational vision is founded on the principles of good governance and delivering leading-edge products backed with dependable after sales services.

53. REPORTING OF FRAUDS

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instance of fraud committed in the Company by its officers or employees to the Audit Committee under Section 143(12) of the Act, details of which need to be mentioned in this Report.

54. EVALUATION OF BOARD

Pursuant to the provisions of the Act and provisions of SEBI Listing Regulations, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non - Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration, Corporate Social Responsibility as well as

Stakeholders' Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

55. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operation include global and domestic demand and supply conditions affecting selling prices of Raw Materials, Finished Goods, input availability and prices, changes in government regulations, tax laws, economic developments within and outside the country and other various other factors.

56. ACKNOWLEDGEMENTS

Your Company wishes to sincerely thank all the customers, commercial banks, financial institution, creditors etc. for their continuing support and co-operation.

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the company and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them

ON BEHALF OF THE BOARD

FOR SUNIL INDUSTRIES LIMITED

SD/-

VINOD LATH

MANAGING DIRECTOR & CHAIRMAN

DIN NO: 00064774

DATE: 14th AUGUST, 2025

PLACE: DOMBIVLI.

ANNEXURE A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2025.

Information pursuant to the Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY:

In line with the company's commitment towards conservation of energy, all units continue with their endeavour to make more efficient use of energy through improved operational and maintenance practices. The measures taken in this direction at the units are as under:

- Replaced inefficient motors with energy efficient motors;
- Installed power factor capacitor banks to save energy;
- Heat recovery from CRP hot water to boiler feed;
- Increase in temperature of feed water for saving on coal consumption in boilers;
- Sheds were covered by installing Natural ventilation equipment;
- Made use of waste water generated by cooling coil moisture;
- Trimming of impellers to save on power consumption in chilled water pumps;

		31/03/2025	31/03/2024
A.	POWER & FUEL CONSUMPTION		
1.	Electricity		
a)	Purchased		
	Units (in lakhs) (in kwh)	78.49	28.47
	Amount in Rupees (in lakhs)	587.71	202.85
	Rate per Unit (in Rupees)	7.49	7.12
B.	CONSUMPTION PER UNIT OF PRODUCTION		
	Fabrics (kwh/meter)	0.20	0.15

B. TECHNOLOGY ABSORPTION

Regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.

C. RESEARCH AND DEVELOPMENT

Regarding Research and development and technology absorption is not enclosed due to the fact that there is at present no scope for R&D and absorbing any new technology in view of type of product which is accepted by the customers. However, your company shall certainly go for it in future if any new development in technology takes place.

Research and Development (R & D)	31/03/2025 Rs.	31/03/2024 Rs.
Expenditure on (R & D)	Nil	Nil

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows are as under:

Particulars	31/03/2025 Rs in Lakhs	31/03/2024 Rs in Lakhs
Foreign exchange Earnings	--	--
(FOB Value of Exports)	--	--
Foreign Exchange outgo:		
Cloth imported (Purchased)	--	--
Machine Imported (CIF Value)	--	--
Foreign travel	--	--

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

**SD/-
VINOD LATH
MANAGING DIRECTOR& CHAIRMAN
DIN NO: 00064774
DATE: 14th AUGUST, 2025
PLACE: DOMBIVLI**

ANNEXURE B TO THE DIRECTORS' REPORT

FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

1. Details of contracts or arrangements or transactions not at Arm's Length Basis:

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts/arrangements/transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at Arm's Length Basis:

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

ON BEHALF OF THE BOARD

FOR SUNIL INDUSTRIES LIMITED

SD/-

VINOD LATH

MANAGING DIRECTOR & CHAIRMAN

DIN NO: 00064774

DATE: 14TH AUGUST, 2025

PLACE: DOMBIVLI

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

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

To,
The Members,
Sunil Industries Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March 2025, to the extent applicable to the Company:

- i. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable to the Company during the period under review;**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable to the Company during the period under review;**
 - f. The Securities and Exchange Board of India (Registrars to and Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable to the Company during the period under review;**

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable to the Company during the period under review; and**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the period under review;**
- vi. The Management has identified and confirmed the following applicable Acts, Laws and Regulations specifically applicable to the Company being the Company is into the business of textile industries:
- a. The Factories Act, 1948
 - b. The Air (Prevention and Control of Pollution) Act, 1981 and the Rules made thereunder.
 - c. The Water (Prevention and Control of Pollution) Act, 1974 and Rules.
 - d. Environment Protection Act, 1986 read with Environment (Protection) Rules, 1986.
 - e. Pollution Prevention and Control Act 1999.
 - f. The Weight And Measures Act.

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

- a. Secretarial Standards 1 and 2 issued and revised by The Institute of Company Secretaries of India.
- b. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above subject to the following observation:

Please note that some of the equity shares held by the Promoter and Promoter's group are pending to be dematerialized as required under the provisions of Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

We further report that:

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

- Mr. Vinod Lath (DIN: 00064774) was re-appointed as Managing Director of the Company for a period of 5 (five) years w.e.f. 01st September, 2024 up to 31st August, 2029.
- Mr. Pradeep Roongta, (DIN: 00130283) was re-appointed as Whole Time Director and CFO of the Company for a period of 5 (five) years with effect from 1st September, 2024 up to 31st August, 2029.
- Ms. Bindu Darshan Shah (DIN: 07131459) was appointed as an Additional Non-Executive and Independent Women Director of the Company to hold office for the period of 5 (five) years w.e.f. 29th June, 2024. Further, shareholders in their meeting held on 28th September, 2024 regularised the appointment of Ms. Bindu Darshan Shah (DIN: 07131459) as Non-Executive and Independent Women Director of the Company to hold office for the period of 5 (five) years w.e.f. 29th June, 2024.

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

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

We further report that during the audit period:

- a. One shareholder named Mr. Bhavesh Mehta intimated Company about acquisition of 5,200 (Five Thousand Two Hundred Shares) which was intimated by Company to BSE under regulation 29(1) of Companies Act, 2013.
- b. Equity shares held by the Promoter and Promoter's group are pending to be dematerialized as required under the provisions of Regulation 31(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Place: Mumbai
Date: 14th August, 2025
ICSI UDIN: A075123G001007263

For HSPN & Associates LLP
Company Secretaries

Sd/-
Kunal Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860
Peer Review No.: 6035/2024

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

Annexure – I to Form MR - 3

To,
The Members,
Sunil Industries Limited

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 appropriateness of financial records and Books of Accounts of the Company.
4. Where ever 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 the 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 Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai
Date: 14th August, 2025

For HSPN & Associates, LLP
Company Secretaries ICSI

Sd/-
Kunal Sakpal
Peer Review No.: 6035/2024

ANNEXURE D TO THE DIRECTORS REPORT
CORPORATE GOVERNANCE REPORT

In terms of Regulation 34(3) read with Para C of SCHEDULE V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a Report on Corporate Governance for the year ended 31st March, 2025 is presented below:

1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company’s philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The Company has a strong legacy of fair, transparent and ethical governance practices.

The Company has adopted a Code of Conduct for the Board and Senior Management of the Company. In addition, the Company has adopted a Code for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 (“the Act”). The Company’s corporate governance philosophy has been further strengthened through the Code of Conduct for Prevention of Insider Trading and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

2. BOARD OF DIRECTORS:

The Board of Directors (“the Board”) plays a crucial role in overseeing how the management serves the short and long-term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an effective, informed and independent Board.

The Directors of the Company are persons of integrity and bring to the Board a wide range of knowledge, experience, diversity of thought and skills. The Board effectively carries out its responsibilities like providing strategic guidance to the Company, code of conduct for the executives, disclosure of information about their concerns and interests, adherence to the Code of Conduct etc. and the Board applies high ethical standards and acts with due diligence, care and in the best interest of the Company and its stakeholders.

The Board of Directors are entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

a) Composition and Category of Board of Directors:

The composition of the Board of the Company is in compliance with the provisions of Regulation 17 of the Listing Regulations read with Section 149 of the Act. The Board of your Company has an optimum combination of Executive and Non-Executive Directors, where fifty percent of the Board of Directors are Independent Directors.

- The Board of the Company comprised of 5 (Five) Directors as on March 31, 2025 out of which 1 (One) is Managing Director, 1 (One) Whole Time Director, 3 (three) are Independent Non-Executive Directors and amongst them 1 (One) is Women Non-Executive Independent Director of the Company.
- There isn’t any Nominee Director or Institutional Directors appointed in the Company.
- None of Directors has pecuniary or business relationship with the Company other than as mentioned elsewhere in Annual Report. No Director of the Company is either member in more than 10 (Ten) committees and/or Chairman of more than 5 (Five) committees across all Companies in which he or she is a director.
- During the year Ms. Bindu Darshan Shah (DIN: 07131459) has been appointed as Non-

- Executive Independent Director w.e.f. 29th June, 2024.
- Mr. Pradeep Chatruprasad Roongta (DIN:00130283) is re-appointed as Whole-time Director in Annual General Meeting held on 28th September 2024 who was liable to rotation.
 - Mr. Vinod Lath was re-appointed as Managing Director of Company by passing Special Resolution in Annual General Meeting held on 28th September, 2024 for a period of 5 (five) years with effect from 1st September, 2024 up to 31st August, 2029.

b) Details of attendance of each director at the meeting of the board of Directors and the last Annual General Meeting:

The following table gives the attendance of the Directors at Board Meetings of the Company and also other Directorship other than the Company and Chairmanship/Membership in Board Committees of public limited companies:

Sr. No.	Name of Director	Category	No. of Board Meeting Held	No. of Board Meetings attended	Board Meetings Attended	Attendance at Last AGM dated 28 th Sept' 2025
1.	Mr. Vinod Lath	Promoter Chairman & Managing Director	06	06	27-May-24 29-June-24 26-July-24 26-Aug-24 11-Nov-24 03-Feb-25	Yes
2.	Mr. Pradeep Roongta	Whole Time Director	06	06	27-May-24 29-June-24 26-July-24 26-Aug-24 11-Nov-24 03-Feb-25	Yes
3.	Mr. Rajesh Tibrewal	Independent and Non-Executive Directors	06	06	27-May-24 29-June-24 26-July-24 26-Aug-24 11-Nov-24 03-Feb-25	Yes
4.	Ms. Bindu Darshan Shah	Independent and Non-Executive Directors	06	04*	26-July-24 26-Aug-24 11-Nov-24 03-Feb-25	Yes

5.	Ms. Shruti Saraf	Woman Independent Non- Executive Director	06	06	27-May- 24 29-June-24 26-July-24 26-Aug-24 11-Nov-24 03-Feb-25	Yes
----	------------------	---	----	----	---	-----

* was not on the board of Company for past board meetings.

c) **Number of other board of directors or committees in which a director is a member or Chairperson**

Sr. No.	Name of Director	*No. of other Directorship	No. of other Committee Membership in other Companies	No. of Other Committee Chairmanship in other Companies
1.	Mr. Vinod Lath	2	Nil	Nil
2.	Mr. Pradeep Roongta	1	Nil	Nil
3.	Mr. Rajesh Tibrewal	0	Nil	Nil
4.	Ms. Bindu Darshan Shah	5	Nil	Nil
5.	Ms. Shruti Saraf	Nil	Nil	Nil

*Other directorship in Private as well as Public Companies are considered.

d) **Number of meetings of the board of directors held and dates on which held:**

During the year, there were in total **6 (Six)** Board Meetings were held. The time gap between the two meetings was not more than 120 days. All the information required to be furnished to the Board was made available to them along with detailed Agenda notices.

The dates on which the Board Meetings were held are as follows

1. 27-May- 2024
2. 29-June-2024
3. 26-July-2024
4. 26-August-2024
5. 11-November-2024
6. 03-February-2025

e) **Disclosure of Relationships between Directors Inter-se:**

- Mr. Vinod Lath is the Managing Director & Chairman and is related to Mr. Pradeep Roongta being a relative as per provisions of Companies Act, 2013.
- Mr. Pradeep Roongta is the CFO & Whole-time Director and is related to Mr. Vinod Lath being a relative as per provisions of Companies Act, 2013.
- Mr. Rajesh Tibrewal is a Non-Executive Independent Director and is not related to any

of the other Members of the Board of Directors.

- Ms. Shruti Saraf is a Non-Executive Independent Woman Director and is not related to any of the other Members of the Board of Directors.
- Ms. Bindu Darshan Shah is a Non-Executive Independent Woman Director and is not related to any of the other Members of the Board of Directors.

f) **Number of shares and convertible instruments held by Non-Executive Directors:**

Sr. No.	Name of the Non-Executive Director	No. of Shares held	No. of convertible instruments held
1.	Rajesh Tibrewal	Nil	Nil
2.	Shruti Saraf	Nil	Nil
3.	Mrs. Bindu Darshan Shah	Nil	Nil

Note: None of the Non-Executive Directors are holding equity shares other than those mentioned above. The Company has not issued any non-convertible securities.

g) **Details of Familiarization program imparted to Independent Directors for FY 2024-2025:**

On appointment, the concerned Director is issued a Letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director & CEO, Executive Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The program also includes visit to the plant to familiarize them with all facets of textile manufacturing. The details of familiarization program imparted for FY 2024-2025 can be accessed from the website: www.sunilgroup.com.

h) **The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:**

Business Management	Understanding of business dynamics, during various market conditions, industry verticals and regulatory jurisdictions and applying the same in organising, planning and analysing company's business operation.
Strategy, Leading and Planning	Setting priorities, focusing resources and motivating employees towards achievement of common goal and objective of the organisation.
Corporate Governance	Developing good corporate governance practices that impacts all aspects of the organisation linked to transparency, accountability and trust, which serve the best interests of all stakeholders and strike a right balance between board and management accountability.
Leadership	Inspires and nurtures team for commitment, spirit, trust and also motivates to accomplish the goals.
Sales, Marketing & Brand building	Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.

Understanding of Consumer and Customer Insights in diverse environments & conditions	Experience of having managed organisations with large consumer / customer interface in diverse business environments and economic conditions which helps in leveraging consumer insights for business benefits.
---	---

In the table below, the areas of core competencies, skills and attributes of Individual Directors have been highlighted

Sr. No.	Name of Director	Business Management	Strategy, Leading & Planning	Corporate Governance	Leadership	Sales, Marketing & Brand building	Understanding of Consumer and Customer Insights
1.	Mr. Vinod Lath	Yes	Yes	Yes	Yes	Yes	Yes
2.	Mr. Pradeep Roongta	Yes	Yes	-	-	-	Yes
4.	Mr. Rajesh Tibrewal	Yes	Yes	Yes	Yes	Yes	-
5.	Ms. Bindu Darshsn Shah	Yes	-	Yes	Yes	-	Yes
6.	Mrs. Shruti Saraf	Yes	-	Yes	-	-	Yes

i) Confirmation that in the opinion of the board, the Independent Directors fulfil the conditions specified in these regulations and are independent of the management.

The Board confirms that the Independent Directors of the Company fulfil the conditions specified in SEBI (LODR) regulations, 2015 and the Companies Act, 2013 and are independent of the management. Further there has been no resignation of an Independent Director before the expiry of his tenure during the Financial Year 2024-2025.

j) Detailed reasons for the resignation of an Independent Director

Not Applicable

3. Audit Committee:

a) Brief Description of Terms of Reference:

Broad terms of reference of the Audit Committee are as per following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditor for any other services rendered by the Statutory Auditor;
4. Reviewing with the management, the annual financial statements and Auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;

- iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Modified opinion(s) in the draft audit report;
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval;
 6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutional placements and making appropriate recommendations to the Board to take up steps in this matter;
 7. Reviewing and monitoring the Auditor's independence and performance and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of Statutory and Internal Auditor, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with Internal Auditor of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the Internal Auditor into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussion with Statutory Auditor before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
 21. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower [including existing loans / advances / investments].
 22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and its shareholders.
 23. The Audit Committee shall mandatorily review the following information:
 - i. management discussion and analysis of financial condition and results of operations;
 - ii. management letters / letters of internal control weaknesses issued by the Statutory Auditor;
 - iii. internal audit reports relating to internal control weaknesses;
 - iv. the appointment, removal and terms of remuneration of the Chief Internal Auditor

shall be subject to review by the audit committee and

- v. statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

In addition to the aforesaid, the Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of the Listing Regulations as amended from time to time and that of the Act.

b) Composition, Name of Members and Chairperson:

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 Listing Obligation and Disclosure Requirement, 2015. The Audit Committee comprises of 2 Non-Executive Independent Directors and 2 Executive Director.

The Audit Committee met **Four (4) times** in financial year 2024-2025 viz: **27-May-2024, 26-July-2024, 11-November-2024 and 03-February-2024**. The necessary quorum was present in the said meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 28th September, 2023. The composition of the Committee during the year 2024-2025 and the details of meetings held and attended by the members are as under:

Sl. No.	Name	Designation
1.	Mr. Rajesh Tibrewala	Chairman
2.	Ms. Shruti Saraf	Member
3.	Mr. Pradeep Roongta	Member
4.	Ms. Bindu Darshan Shah*	Member

Mr. Saurabh Sahu, Company Secretary is the secretary to the Audit Committee.

* Appointed as member w.e.f. 29th June, 2024.

c) Meetings and Attendance during the year:

The Audit Committee has held 4 (Four) meetings during the year and attendance of the meetings is given below:

The Audit Committee met **4 (Four)** times in Financial Year 2024-2025 viz. **27-May-2024, 26-Jul-2024, 11-Nov-2024 and 03-Feb-2025**.

Sl. No.	Name of Director	Category of Directorship	No. of Committee Meetings attended
1.	Mr. Rajesh Tibrewal	Independent Director	4
2.	MS. Shruti Saraf	Independent Director	4
3.	Mr. Pradeep Roongta	Whole-Time Director	4
4.	Ms. Bindu Darshan Shah*	Independent Director	3

* Bindu Darshan Shah was admitted as a Member of the Committee w.e.f. 29st June, 2024.

Mr. Rajesh Tibrewal is the Chairman of the Audit Committee and was present at the last AGM of the Company held on 28th September, 2024 to answer the shareholder's queries.

The Audit Committee invites the CFO, senior executives representing various functional areas of the Company, Statutory Auditor and Internal Auditor at its meetings.

The Company Secretary acts as the Secretary to the Committee.

Significant audit observations and follow up actions thereon are reported by the Committee.

The Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems.

4. Nomination & Remuneration Committee:

a) Brief Description of Terms of Reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
2. In case of appointment of independent director, to evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description.
3. Formulation of criteria for evaluation of performance of independent directors and the board of directors.
4. Devising a policy on diversity of board of directors.
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
7. To recommend to the Board all remuneration, in whatever form, payable to senior management.

b) Composition, Name of Members and Chairperson:

The composition of the Nomination and Remuneration Committee during the Financial Year 2024-2025 is as follows:

Sl. No.	Name	Designation
1.	Mr. Rajesh Tibrewal	Chairman
2.	Ms. Shruti Saraf	Member
3.	*Ms. Bindu Shah	Member

Mr. Sourabh Sahu, Company Secretary is the secretary to the Audit Committee.

* Appointed as member w.e.f. 29th June, 2024.

c) Meeting and Attendance during the year:

The Nomination and Remuneration Committee has held **3 (Three)** meetings viz. 29th June 2024, 26th July, 2024 and 03rd February, 2025 during the year. The attendance of the meetings is given below:

Sl. No.	Name of Director	Category of Directorship	No. of Committee Meetings attended
1.	Mr. Rajesh Tibrewal	Independent Director	3
2.	Ms. Shruti Saraf	Independent Director	3

3.	Ms. Bindu Darshan Shah*	Independent Director	2
----	-------------------------	----------------------	---

* Appointed as member w.e.f. 29th June, 2024.

d) Performance Evaluation Criteria for Independent Directors:

- Guidelines regarding appointment of directors:** The Nomination & Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitate the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy laid down by the Board from time-to-time. The Managing Director and all the Non-Executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically provided under the Articles of Association or under any statute. As required under Regulation 46(2)(b) of the Listing Obligation and Disclosure Requirements, Regulations, 2015 the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of appointment of their appointment are posted on the Company's website and can be accessed at www.sunilgroup.com.
- Membership term:** As per the Articles of Association of the Company, at least two-thirds of the Board of Directors should be retiring Directors. One-third of these Directors are required to retire every year and if eligible, the retiring Directors qualify for re-appointment.
- Meeting of Independent Directors:** The Company's Independent Directors met on **03rd February 2024** without the presence of the Managing Director & CEO, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company
- Succession policy:** The Board constantly evaluates the contribution of its members and recommends to shareholders their re-appointment periodically as per the statute. Executive Directors are appointed by the shareholders for a maximum period of Five years of one term, but are eligible for re-appointment upon completion of their term. Non-Independent, Non-Executive Directors do not have any term, but retire by rotation as per the law.
- Performance Evaluation Criteria of Independent Directors:** During the year, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues, quality of contribution to Board deliberations, commitment to shareholders and other stakeholder interests etc.
- Code of Conduct:** The Board of Directors has adopted the code of conduct for the directors and senior management and the same has been placed on the company's website <http://www.sunilgroup.com>. All board members and senior management personnel have affirmed compliance with the code of conduct for the period under review. A declaration to that effect signed by the Managing Director is attached and forms part of the Annual Report of the Company.

5. **Stakeholder's Relationship Committee:**

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015. Stakeholders' Relationship Committee of 3 Non- Executive Independent Directors

The Committee periodically reviews the status of Stakeholders' Grievances and Redressal of the same. The Committee met **(5) Five times** in FY 2024-2025- viz: : **26-July-2024, 11-November-2024, 27-January-2025, 24-February-2025 and 06-March-2025**. The composition of the Committee during financial year 2023-2024 and the details of meetings held and attended by the Directors are as under:

The Stakeholder Relationship Committee has been constituted with 3 members. The committee consists of three Non-Executive Independent Directors. The committee looks into the shareholders and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

The role of the committee shall inter-alia include the following:

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

Following are the members of the Committee:

Sl. No.	Name	Designation
1.	Mr. Rajesh Tibrewal	Chairman
2.	Ms. Shruti Saraf	Member
3.	*Ms. Bindu Shah	Member

Mr. Sourabh Sahu, Company Secretary is the secretary to the Audit Committee.

*Appointed as member w.e.f. 29th June, 2024.

Meeting and Attendance during the year:

The Stakeholder's Relationship Committee has (5) Five times in FY 2024-2025 viz: **26-July-2024, 11-November-2024, 27-January-2025, 24-February-2025 and 06-March-2025**. The attendance of the meetings is given below:

Sl. No.	Name of Director	Category of Directorship	No. of Committee Meetings attended
1.	Mr. Rajesh Tibrewal	Independent Director	5
2.	Ms. Shruti Saraf	Independent Director	5
3.	Ms. Bindu Darshan Shah	Independent Director	5

Name of Non-Executive Director heading the committee:

Mr. Rajesh Tibrewal, the Chairman and Independent Non-Executive Director is the head of the committee.

Name and Designation of Compliance Officer:

Mr. Saurabh Sahu (Membership Number: A55322), who is Company Secretary is also the Compliance Officer of the Company.

Number of Shareholder's Complaints received so far:

The company received (Nil) complaints from Shareholders during the Financial Year 2024-2025.

Number unsolved to the satisfaction of shareholders:

There were no unsolved complaints to the satisfaction of shareholders.

Number of Pending Complaints:

There were no shareholder complaints.

There were no investor grievances which remained unattended/pending for resolution for more than 30 days. Requests for share transfers and dematerialization received during the financial year have been processed within the time limit prescribed under the Listing Regulations.

5A. Risk Management Committee

The Company is not required to form a risk management committee.

5B. Senior Management:

Particulars of Senior Management including the changes therein during the financial Year 2024-25:

Sr. No.	Name	Designation	Changes, if any
1	PRADEEP ROONGTA CHATRUPRASAD	CFO	-
2	SOURABH SAHU	Company Secretary	-

6. Remuneration to Directors:**a) All pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company**

Non-Executive Directors of the Company are not paid any sitting fees for attending board and committee meetings and no commission is drawn by either of them during the year under review.

b) The Company has not granted any stock options to any of its Non-Executive Independent Directors Criteria of making payments to non-executive Directors:

The Nomination and Remuneration Policy devised in accordance with Section 178 (3) and (4) of the Companies Act, 2013 is available at the website of the Company: <http://www.sunilgroup.com>. Further, criteria of making payments to non-executive directors, the details of remuneration paid to all the Directors and the other disclosures required to be made under Listing Obligation and Disclosure Requirement, 2015 have been provided in the said policy and Nomination and remuneration policy adheres to the terms and conditions of the policy while approving the remuneration payable.

c) **Disclosures with respect to remuneration:**

i. **Details of Remuneration Paid to the Directors:**

The remuneration of the managing director and executive director is recommended by the Remuneration Committee, then approved by the Board of Directors and subsequently by the shareholders in general meeting within the limits prescribed in Companies Act, 2013.

Details of remuneration paid to Executive Directors:

Name of Director	Mr. Vinod Lath	Mr. Pradeep Roongta
Designation	Managing Director	Chief Financial Officer & Whole Time Director
Salary	Rs. 24,00,000	Rs. 24,00,000
Performance bonus	--	--
Provident Fund & Gratuity Fund	--	--
Stock Option	--	--

Details of remuneration paid to Non-Executive Directors:

Name	Mr. Rajesh Tibrewal	Ms. Bindu D. Shah	Ms. Shruti Saraf
Sitting fees	Nil	Nil	Nil
Remuneration	Nil	Nil	Nil
No. of Equity shares	Nil	Nil	Nil
Commission	Nil	Nil	Nil
Non-Convertible Instruments	Nil	Nil	Nil
Stock Option	Nil	Nil	Nil

ii. **Details of fixed component and performance linked incentives, along with the performance criteria:**

Directors are not provided with any performance linked incentives, along with the performance linked criteria.

iii. **Service contracts, notice period, severance fees:**

None of the Directors have Services Contracts, apart from agreements made towards their appointment as Whole-time Directors/ Managing Director. The notice period for Resignation is 30 days however due to certain inadvertent or significant unavoidable circumstances notice of Resignation can be served and accepted without the mandatory period of 30 days.

iv. **Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:**

The company has not issued any Stock Options either to its Directors or to its Employees.

7. **General Body Meetings:**

a) **Details of last 3 (Three) Annual General Meetings and whether any Special Resolutions were passed in those three Annual General Meeting are given below:**

Financial Year	Date	Time	Location	Special Resolution(s)
2021-2022	29.09.2022	02.00 pm	Through video conferencing or other audio-visual means.	1. Ratification Of Remuneration Payable to Cost Auditor for Financial Year 2022-2023. 2. Re-appointment of Rajesh Sitaram Tibrewal as an independent director.
2022-23	23.09.2023	03.00 pm	Through video conferencing or other audio-visual means.	1. Ratification Of Remuneration Payable to Cost Auditor for Financial Year 2022-2023.
2023-24	28.09.2024	12.30 pm	Physical at the registered office of the Company.	1. Re-appointment of Vinod Lath as Managing Director of the company. 2. Re-appointment of Pradeep Roongta as Whole-Time director and Chief Financial Officer of the company. 3. Regularised the appointment of Bindu Shah as Non-Executive Independent Director.

All special resolutions set out in the notices for the AGM were passed by the members at the respective meeting with requisite majority. In the above AGMs necessary quorum was present. There was no request by members for voting by poll and all the businesses were unanimously approved by Members.

b) **Extra-ordinary general meeting:**

No Extra Ordinary General Meeting of Members or Meetings of Creditors was held during last 3 years and there was no instance of Court convened meeting during last 3 years.

c) There were no Special/Ordinary resolutions passed during last year through Postal Ballot nor does the Company thus far has any plan to conduct postal Ballot and hence is not required to produce Procedure of Postal Ballot.

8. **MEANS OF COMMUNICATION:**

a) **Yearly/Quarterly Results:**

The yearly/quarterly results are duly reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company and the same have been submitted to BSE in due course of time. The Company has its website named as www.sunilgroup.com.

b) **Newspapers where Yearly/Quarterly Results are Published:**

The Yearly/Quarterly results are published in one English language newspaper being and one Marathi language newspaper.

c) Website where Yearly/Quarterly Results are Published:

The Yearly/Quarterly results are duly hosted on the Website of the Company at www.sunilgroup.com and is easily accessible in public domain at the Website of BSE Limited at <http://www.bseindia.com/stock-share-price/sunil-industries-ltd/suniltx/521232/>. The results and other mandatory information about the Company is hosted at the website of the Company at www.sunilgroup.com. The website contains details as required under LODR, 2015 and Companies Act, 2013.

d) Whether it also displays any official news releases

The Company has not made any official news release during the year under review.

e) Presentations made to institutional investors or to the analysts

During the year, no presentation was made to institutional investor or analysts.

9. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting - Date, Time and Venue:

a	AGM (Date, Time and Venue)	:	The 49th AGM will be held on 20th September, 2025 at 12.00 noon at its registered office situated at D 8 MIDC Phase II, Manpada Road Dombivli (East), Thane, Maharashtra, India, 421201.
b	Financial Year	:	1 st April, 2024 to 31 st March, 2025
c	Listing Details	:	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400001. Annual Listing Fees for the financial year upto 2024-25 have been paid to the Stock Exchange within the stipulated time.
e	Scrip Code Trading group ISIN Symbol	:	526586 “X” Group INE015B01018 SUNLIND

Financial Year:

The Financial year of the company is from April to March. The financial calendar is as per following.

Financial reporting for the quarter ending 30 th June, 2025 / First Quarter results	On or before 14 th August, 2025
Financial reporting for the quarter ending 30 th September, 2025 / Second Quarter and Half yearly results	On or before 14 th November, 2025
Financial reporting for the quarter ending 31 st December, 2025 / Third Quarter results	On or before 14 th February, 2025
Financial reporting for the quarter and year ending 31 st March, 2026 / Fourth Quarter and Annual results	On or before 30 th May, 2026
AGM for the year ending 31 st March, 2026	First or Second fortnight of August, 2026

f. The securities of the Company are actively traded on BSE Ltd. and NSE Ltd. and not suspended from trading for the year.

g. Registrar to an issue and Share Transfer Agent

M/s. MUFG Intime India Pvt. Ltd. (formerly known as Link Intime India Pvt. Ltd. up to 30th December, 2024) C - 101, Embassy 247, L. B. S. Marg, Vikhroli (West), Mumbai – 400083.
Tel No: +9122 4918 6000
Email – rnt.helpdesk@in.mpms.mufg.com
Website - www.in.mpms.mufg.com

They are also the depository interface of the Company with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

h. Share Transfer System

The shares in de-materialized form are processed and transferred within 15 days from receipt of de-materialization requests.

i. Distribution of shareholding as at 31st March, 2025

No. of shares	No. of shareholders	% of shareholders	Total shares for the range	% of issued capital
Upto 500	5727	95.3764	707500	16.85
501 – 1000	132	2.1866	110900	2.64
1001 – 2000	56	0.9347	88200	2.10
2001 – 3000	18	0.2838	43600	1.03
3001 – 4000	10	0.1836	38300	0.91
4001 – 5000	15	0.2504	71500	1.70
5000 – 10000	13	0.217	107100	2.55
10001 & above	34	0.5675	3032900	72.21
Total	6005	100.00	42,00,000	100.00

Distribution of Shareholding on the basis of ownership as on 31st March, 2025

Category	Number of shares held	% of total shareholding
Corporate Bodies (Promoter Group)	1292100	30.76
Promoters (Individual)	1163900	27.71
Other Bodies Corporate	161200	3.84
Banks	300	0.01
Escrow Account	400	0.009
Hindu Undivided Family	12400	0.29
Mutual Funds	4800	0.11
Non Resident Indians	163100	3.88
Public	1381900	33.09
Body Corporate - Ltd Liability Partnership	500	0.011
Office Bearers	11100	0.26
Total	4191700	100

j. De-materialization of shares:

The Company has availed connectivity for both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) with ISIN – INE124M01015.

As on 31st March, 2025, 71.95 % of the Company's total shares representing 30,21,700 shares were held in de-materialized form & the balance 28.05% representing 11,78,300 shares in physical form. The details are given below:

Type	No. of shares	% shareholding
De-materialized shares		
With N.S.D.L	18,26,945	43.50
With C.D.S.L	11,59,755	27.61
Total Demat shares	29,86,700	71.11
Physical shares	12,13,300	28.89
Total	42,00,000	100.00

Shares in Demat mode have more liquidity as compared to shares held in physical mode. Therefore, the Company recommends shareholders holding shares in physical form to convert their shareholdings in Demat mode.

k. Company has not issued ESOP or any GDRs/ADRs/ Warrants/Convertible instrument

l. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

The Company has not entered into any commodity contracts as on 31st March, 2025. Foreign Exchange receivables and payables are re-stated at the exchange rate prevailing on the Balance Sheet date to reflect mark to market valuation. Forward contract on foreign exchange are marked to market on the date of the balance sheet and the gain or loss there in recognized in the Statement of Profit & Loss.

m. Plant Locations

Unit/ Plant	Address
Spinning Unit:	S. F. Mo. 324/1, Karungal Village, Anapatti Post, Vedasandur Taluk, Dist. Dindigul – 624 620
Weaving Unit:	Plot No. 60-B, Parvati Industrial Area, Kondigre Road, Near Gangajal Water Tank, Yadrav, Ichalkaranji
Processing Unit:	D-8, MIDC, PHASE II, Manpada Road, Dombivli (E), Dist. Thane

f. Address for correspondence

Investor correspondence should be addressed to the Registrar- M/s. MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd upto 30th December, 2024) whose address is provided in this section of the Annual Report.

And/ or

Company Secretary

Sunil Industries Limited

D/ 8, M.I.D.C., Phase II, Manpada Road, Dombivli (E), Thane, Maharashtra, 421203.

Tel.: +91-22-6997 0010 / 57

Email: cssunilgroup@gmail.com

To allow us to serve shareholders with greater speed and efficiency, the Company strongly recommends email-based correspondence on all issues, which do not require signature verification for being processed.

SEBI has introduced a common Online Dispute Resolution (“ODR”) mechanism to facilitate online resolution of all kinds of disputes arising in the Indian securities market. Members shall initially raise their disputes directly with the Company/ RTA and through SEBI Complaints Redress System (SCORES) Platform. If the disputes are not resolved or any Member is not satisfied with the resolution provided, then disputes may be raised on SCORES Portal. Further, if Member is not satisfied with the resolution provided by any of the above platforms, the dispute may be raised on ODR Portal. The ODR platform can be accessed at <http://smartodr.in> and the same can also be accessed through Company’s website at <https://www.sunilgroup.com/policies.html>.

g. Credit rating obtained during the year: - Not Applicable

10. Other Disclosures

a. Materially significant related party transactions:

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management or their relatives or that had potential conflict with the Company’s interest. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 have been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is available on the Company’s website at www.sunilgroup.com.

b. Details of non-compliance:

The Company has complied with the necessary provisions of Listing Obligation and Disclosure Requirements, Regulations 2015 apart from Regulation 31(2) towards compulsory Demat holding of Promoters. The Promoters being distant relatives of each other are scattered all over and hence it is very difficult to convert each promoter's physical holding into Demat, however the company is in the process for conversion of the same as per Regulations 31 (2) of LODR, 2015.

c. Details of establishment of Vigil Mechanism, Whistle Blower Policy and affirmation that no personnel have been denied access to the Chairman:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 27(2) of Security and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015., the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company also affirms that no employee of the Company was denied access to the Audit Committee.

The said Whistle-Blower Policy has been hosted on the website of the Company at www.sunilgroup.com

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with the mandatory requirements of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further the Company has also complied with the corporate governance requirements specified in Regulations 17 to 27 and the mandatory requirements under Schedule II and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company to the extent possible has adopted certain non-mandatory requirements as part of good corporate governance practice.

Discretionary Requirements as per Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

i) The Board

The Chairman is reimbursed for the expenses incurred in performance of his duties. The Company is having 1 (One) Woman Independent Director on its Board.

ii) Shareholder Rights

The Company ensures that the disclosure of all the information is disseminated on a non-discretionary basis to all the shareholders. During the year, the Company's quarterly/half yearly/yearly results were published in one English daily newspaper circulated all over India/substantially all over India.

iii) Modified Opinion in Audit Report

There is no audit qualification in the Company's financial statements for the year ended on 31st March, 2025. The Company continues to adopt best practices to ensure the regime of unqualified financial statements.

iv) Separate Post of Chairman and Managing Director or Chief Executive Officer

The post of Chairman and Chief Executive Officer are not held by separate persons.

v) Reporting of Internal Auditor

The Internal Auditor report their findings to the CFO and has direct access to the Audit Committee of the Company.

e. Web link where policy of determining 'material' Subsidiaries is disclosed:

The Company does not have any subsidiary hence formation of material subsidiary policy is not applicable to the Company.

f. Web link where policy on dealing with Related Party Transactions:

There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management or their relatives or that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) and AOC-2 has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.sunilgroup.com.

g. Disclosure of commodity price risks and commodity hedging activities:

Disclosures are not required since the Company does not have a Commodity Price Risk or foreign exchange risk and hedging activities as the same are not applicable Company.

h. Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A).

There hasn't been any utilisation of funds through Preferential Allotment or Qualified Institutional Placement as per Regulation 32 (7A) in the Financial Year.

i. Certificate from a Company Secretary in practice that none of the Directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

A certificate that none of the Directors on the Board of the Company have been disqualified or debarred from continuing or being appointed as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority has been obtained for HSPN & Associates LLP, Practicing Company Secretaries and is attached to this report.

j. The board had accepted all the recommendations obtained by the committees of the board which was otherwise mandatorily required to be obtained in the relevant Financial Year 2024-25.

k. Total fees for all services paid by the listed entity, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.
Audit Fees paid to Statutory Auditor: Rs. 5,45,200/-.
Other Fees paid- Nil

l. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- i. Number of complaints filed during the Financial Year: NIL
- ii. Number of complaints disposed of during the Financial Year: NIL
- iii. Number of complaints pending as on end of the Financial Year: NIL

m. Disclosure by the Company and its subsidiaries of loans and advances in the nature of loans to firms/ companies in which directors are interested

The details are mentioned in related parties transactions in financial statement. Hence, not reproduced here.

n. Details of material subsidiaries of the Company including the date and place of incorporation and the name and date of appointment of statutory auditors of such subsidiaries: N.A.

The company does not have any material subsidiary.

11. Non- compliance of any requirement of Corporate Governance Report, with reasons thereof:

The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations except Regulation 6(1) and 23(9) of the Listing Regulations.

12. The corporate governance report shall also disclose the extent to which the discretionary requirements as specified in part E of schedule II have been adopted. The details are as follows:

The disclosures regarding the compliance with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations are provided in the Annual Report at various sections.

CODE OF CONDUCT

The Board has adopted the Code of Conduct for the Board and Senior Management personnel of the Company. The Code lays down, in detail, the standards of business conduct, ethics and governance.

It is the responsibility of all Directors and employees to familiarize themselves with this Code and comply with its standards. The Board and the Senior Management of the Company annually affirm compliance with the Code.

A certificate of the CEO, Chairman and Managing Director and to this effect is annexed to this report. The Code of Conduct has also been posted on the Company's website at <https://www.sunilgroup.com/>

CEO/CFO CERTIFICATION

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed to this Report.

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

As stipulated in Para E of Schedule V of the Listing Regulations, the Certificate from Practicing Company Secretary regarding compliance of conditions of corporate governance is attached herewith.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

In accordance with the requirement of Regulation 34(3) and Para F of Schedule V to the Listing Regulations, details of equity shares in the suspense account are as follows:

Particulars	Number of shareholders	Number of Equity shares
(a) aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	01	400
(b) number of shareholders who approached the Company for transfer of shares from suspense account during the year;	Nil	Nil
(c) number of shareholders to whom shares were transferred from suspense account during the year;	0	0
(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	0	0

The voting rights on the shares outstanding in the suspense account as on 31st March, 2025 shall remain frozen till the rightful owner of such shares claims the shares.

DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

During the financial year ended 31st March, 2025, no such agreement was executed by the Company which was required to be disclosed under clause 5A of paragraph A of Part A of Schedule III of Listing Regulations.

MANAGEMENT DISCUSSION AND ANALYSIS

A statement of Management Discussion and Analysis is appearing in Annexure - ___ of Board's Report forming part of this Annual Report in terms of the requirement of the Code of Corporate Governance.

PREVENTION OF INSIDER TRADING

In order to regulate trading in securities of the Company by the Promoter, Members of the Promoter Group, Directors and Designated Employees, your Company has adopted a Code of Conduct for trading in listed or proposed to be listed securities of your Company which has also been published on the website of the Company at <https://www.sunilgroup.com/>. Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Promoter, Members of the Promoter Group, Directors, Designated Employees and Connected Persons of your Company.

ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2024-25 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report has been submitted to the stock exchanges within 60 days of the end of the financial year.

INTERNAL CONTROL SYSTEMS

The Company has both external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board recognizes the work of the auditors as an independent check on the information received from the management on the operations and performance of the Company. The Board and the management periodically review the findings and recommendations of the statutory and internal auditors and takes corrective actions, whenever necessary.

STATUTORY AUDIT

For F.Y. 2024-25, M/s. V.K. Beswal., Chartered Accountants, audited the financial statements prepared under the Indian Accounting Standards.

The independent statutory auditor's render an opinion regarding the fair presentation in the financial statements of the Company's financial condition and operating results. Their audits are made in accordance with generally accepted auditing standards and include a review of the internal controls, to the extent necessary, to determine the audit procedures required to support their opinion.

**On behalf of the Board
For Sunil Industries Limited**

**Sd/-
Vinod Lath
Managing Director
DIN: 00064774**

COMPLIANCE CERTIFICATE BY CFO & CEO

To,
The Board of Directors,
SUNIL INDUSTRIES LIMITED
D-8, MIDC, Phase II,
Manpada Road, Dombivli (E),
Dist. Thane 421201.

We, Mr. Vinod Lath, Managing Director and Mr. Pradeep Roongta, CFO of the Company as stipulated under Regulation 17(8) and Part B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, do hereby certify for the Financial Year, ending 31st March, 2025:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2025 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with current applicable accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- i. Significant changes, if any, in the internal control over financial reporting during the year.
 - ii. Significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

FOR SUNIL INDUSTRIES LIMITED

**Sd/-
Mr. Vinod Lath
(MANAGING DIRECTOR)**

**Date: 14th August, 2025
Place: Dombivli**

FOR SUNIL INDUSTRIES LIMITED

**Sd/-
Mr. Pradeep Roongta
(CFO)**

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT ON BEHALF OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

In terms of the requirements of the Listing Obligation and Disclosure Requirements, Regulations 2015, Code of Conduct as approved by the Board of Directors of the Company I, Mr. Vinod Lath, Managing Director on behalf of the board of directors and senior management of the Company hereby declare that all Board members and senior management personnel affirm compliance with the code on an annual basis for the period 31st March, 2025.

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

**SD/-
VINOD LATH
MANAGING DIRECTOR& CHAIRMAN
DIN NO: 00064774
DATE: 14th AUGUST, 2025
PLACE: DOMBIVLI**

CERTIFICATE ON CORPORATE GOVERNANCE FROM PRACTICING COMPANY
SECRETARIES

To,
The Shareholders,
SUNIL INDUSTRIES LIMITED
D-8, MIDC, Phase II,
Manpada Road, Dombivli (E),
Dist. Thane

The Corporate Governance Report prepared by **SUNIL INDUSTRIES LIMITED** (“the Company”), contains details as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) with respect to Corporate Governance for the year ended March 31, 2025 pursuant to the Listing Agreement of the Company with the Bombay Stock Exchange Limited (Herein after referred to as the “Stock Exchange”).

Management’s Responsibility:

The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

Auditor’s Responsibility:

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether for the year ended March 31, 2025 the Company has complied, with the conditions of Corporate Governance as stipulated in the Listing Regulations. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion:

In our opinion, based on our examination of the relevant records and to the best of our information and according to explanations given to us, and representations provided by the management, we certify that, the Company has complied with the conditions of Corporate Governance as stipulated, in the above-mentioned Listing Regulations.

Other Matters and Restriction on use:

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

affairs of the Company. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, for the year ended March 31, 2025, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. Please note some equity share by promoter and promoter are pending to be dematerialized as required under provisions of SEBI (LODR) Regulations, 2015.

Place: Mumbai

Date: 14th August, 2025

ICSI UDIN: A075123G001007351

**For HSPN & Associates LLP
Company Secretaries**

Sd/-

Designated Partner

ACS No.: 75123

COP No.: 27860

Certificate of Non-Disqualification of Directors

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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SUNIL INDUSTRIES LIMITED having CIN L99999MH1976PLC019331 and having registered office at D 8 MIDC PHASE II, MANPADA ROAD DOMBIVLI (EAST) THANE MH 421201 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our 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 us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1.	VINOD GAJANAND LATH	00064774	02/07/1979
2.	PRADEEP CHATRUPRASAD ROONGTA	00130283	01/11/1999
3.	RAJESH SITARAM TIBREWAL	00130509	22/08/2017
4.	MS. BINDU DARSHAN SHAH	07131459	29/06/2024
5.	SHRUTI RITESH SARAF	07521927	27/05/2016

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

Place: Mumbai
Date: 14th August, 2025
ICSI UDIN: A075123G001007307

For HSPN & Associates LLP
Company Secretaries

Sd/

Kunal Sakpal
Designated Partner
ACS No.: 75123
COP No.: 27860

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) GLOBAL ECONOMIC OVERVIEW:

The **Indian textile industry** is one of the oldest and most significant sectors of the Indian economy, contributing substantially to **employment, exports, and GDP**. Globally, India is recognized as a **leading producer and exporter of textiles and garments**, with a strong presence across the **entire value chain** – from fibre to fashion.

1. Post-pandemic global consumption of textiles rebounded in 2024–2025.
2. Rising demand in the **US, EU, and Middle East** has positively impacted Indian exports.
3. The shift towards **sustainable fashion** benefits Indian organic and handloom sectors. India signed **Free Trade Agreements** with the UAE, Australia, and UK (under negotiation), leading to:
 - Reduced tariffs
 - Better market access
 - Increased competitiveness of Indian garments

Export Performance (2024–2025)

Category	Export Value (USD Billion)	Growth (YoY %)
Cotton Textiles	13.2	+7.5%
Readymade Garments (RMG)	17.5	+9.2%
Man-made Fibre (MMF) Textiles	8.4	+6.8%
Handloom & Handicrafts	2.1	+12.4%

B) INDIAN ECONOMIC OVERVIEW

India's growth continues to be resilient despite some signs of moderation in growth, says the World Bank in its latest India Development Update, the World Bank India's biannual flagship publication.

The **textile and apparel industry** is a cornerstone of the Indian economy, deeply integrated with both rural livelihoods and industrial growth. It contributes significantly to:

- **GDP:** ~2.3% of India's total GDP
- **Industrial Output:** ~13% of total manufacturing production
- **Employment:** ~45 million direct jobs and ~100 million indirect jobs
- **Exports:** ~10% of India's total merchandise exports
- **Cotton Textiles** – India is the world's **largest producer of cotton**
- **Man-Made Fibres (MMF)** – Fast-growing due to global demand
- **Handlooms & Handicrafts** – Major rural employer; strong export potential
- **Technical Textiles** – High-potential, industrial-use segment

- **Readymade Garments (RMG)** – Major contributor to exports

The World Bank has revised its FY23/24 GDP forecast to 6.3 percent from 6.6 percent (December 2022). Growth is expected to be constrained by slower consumption growth and challenging external conditions. Rising borrowing costs and slower income growth will weigh on private consumption growth, and government consumption is projected to grow at a slower pace due to the withdrawal of pandemic-related fiscal support measures. The Indian textile industry remains a **pillar of economic strength**, with a unique combination of **traditional artisanship and modern industrial production**. With rising domestic demand, policy support, and a push for export competitiveness, the sector is poised for **robust and inclusive growth** in the coming decade.

C) INDUSTRY STRUCTURE AND DEVELOPMENT:

The global textile industry has been facing exceptionally challenging conditions since the past two years due to the restrictions imposed because of the Covid-19 pandemic. Further, the global supply chain had seen unprecedented levels of pressure and disruption due to logistical impasse. This led to delayed delivery resulting into reduced product shelf life and increased inventory at importer / retailer level which resulted in reduction in export orders / delayed picking of confirmed orders, apart from sharp increase in vessel shipping cost. Further, prodigious liquidity globally led to a proliferation in commodity prices including Cotton, Dyes, Chemicals, Coal, etc.

The textile industry being majorly an unorganized and fragmented sector the entire industry size and figures cannot be estimated. The textiles market in India has grown tremendously over the decade. Indian textile industry is maturing and with urban population evolving, demand for casuals, sports and fashion textiles is picking up. Millennials are very brand conscious and demand for branded wear is on the rise. There is growth in the industry in tier I and II markets and brand awareness is growing significantly.

D) OPPORTUNITIES AND THREATS:

Accelerated reopening of activities have re-opened opportunities for the textile market which were quiet for a long time. Further, China plus one policy by USA and Europe will lead to increase in demand for the Indian Market. With an added advantage of high quality standards and globally renowned accreditations, our Company will be forging ahead with its sustainability vision to build potential so as to grab opportunities coming its way.

The demand for clothing in India and other countries is on the rise. The flow of orders has been progressively increasing for last few years. Your Company is well poised to seize opportunities available in the textile industry on account of its state-of-the-art production facilities, technical expertise, good quality culture and emphasis on product innovation and growth potential.

Market is shifting towards Branded Garment. Your Company has been ahead in making investment in plant and machinery to meet the growth and meet the huge demand creation in the market. We are constantly experimenting products made from innovative yarns and eco-friendly chemicals for manufacturing most comfortable clothing. These technically

innovative products are much in demand by international brands. Given the unrelenting spread of the second wave of pandemic and the large-scale impact on the lives of the people, the near-term outlook for the Indian economy is uncertain impacting the growth prospects, the threat of slow demand for few quarters is possible.

E) OUTLOOK:

Coming year will be challenging with respect to pricing. Due to constant investment in latest machinery your company is able to target a vast audience, enhancing product quality, improving delivery schedules and giving superior customer service. Expectations are high, prospects are bright, but capitalizing on the new emerging opportunities will be a challenge for the textile manufacturing Companies.

The Company is optimistic of growth through continued network expansion and innovation. The Business will continue to focus on increasing the premium and fashion quotient of its offerings on the basis of a deep understanding of consumer preferences and delivering products of world-class quality.

F) BUSINESS OUTLOOK:

There are signs of pickup in economic activity and the recovery should gather pace by the end of first quarter FY22, helped by the decline in COVID cases and faster vaccination. India is poised to grow at the fastest pace year-on-year among major economies, according to projections made by the International Monetary Fund (IMF). This recovery is supported by large-scale vaccination and sustained fiscal and monetary support. The results of growth-enhancing policies and schemes (such as production-linked incentives and government's push toward self-reliance) and increased infrastructure spending will start kicking in from 2023, leading to a stronger multiplier effect on jobs and income, higher productivity, and more efficiency—all leading to accelerated economic growth. Also, several spillover effects of geopolitical conflicts could enhance India's status as a preferred alternate investment destination. The Reserve Bank of India (RBI) has estimated the GDP growth rate for FY 2024–25 at **6.5%**. The annual inflation rate in India stood at **5.3%** in **July 2025**, showing signs of moderation compared to the elevated levels seen in previous years. However, inflationary pressures are expected to persist in the near term due to ongoing volatility in global commodity and energy prices, as well as supply-side constraints. The RBI has already taken measures to contain inflation by tightening the policy rates. The next few quarters will be critical for India's economy as the Government and the RBI work at balancing the stress on inflation, currency and fiscal deficit. Consumer confidence is improving and households' optimism in outlook for the year ahead has strengthened with an uptick in sentiments. Business confidence is in optimistic territory and supportive of revival in economic activity.

G) SEGMENT-WISE PERFORMANCE OR PRODUCT WISE PERFORMANCE:

The company has only one segment i.e., Manufacturing of Textiles, therefore the requirement of segment-wise reporting is not applicable to the Company.

H) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company maintains adequate and effective Internal Control Systems commensurate with its size and complexity. It believes that these systems provide, among other things, a reasonable assurance that transactions are executed with management authorization. It also ensures that they are recorded in all material respect to permit preparation of financial statements in conformity with established accounting principles along with the assets of the Company being adequately safeguarded against significant loss or misuse. An independent Internal Audit function is an important element of Company's Internal Control System. This is supplemented through an extensive internal audit program and periodic review by the management and the Audit Committee of Board.

I) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year ended 31st March, 2025, your Company reported total revenue of Rs. 172,19,22,000/- (One Seventy-Two Crore Nineteen Lakh Twenty-Two Thousand) which in comparison to previous year's figures have decreased by approximately 4.64%. The Net Profit after tax and OCI is Rs. 3,92,00,000/- (Three Crore Ninety-Two Lakh) as compared to Rs. 2,25,16,000/- (Two Crore Twenty-Five Lakh Sixteen Thousand) in previous year marking an addition of approximately 42.56% as compared to previous year's figure.

J) CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis, describing the Company's objectives, projections, estimates, expectations, or predictions may be forward looking, considering the applicable laws and regulations. These statements are based on certain assumptions and expectation of future events. Actual results could, however, differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include finished goods prices, raw materials costs and availability, global and domestic demand supply conditions, fluctuations in exchange rates, changes in Government regulations and tax structure, economic developments within India and the countries with which the Company has business contacts. The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future based on subsequent developments, information, or events.

K) HUMAN RESOURCE POLICIES:

Your company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the company to actuate the talent by providing opportunities to develop themselves within the organization. The company continued to have maintained very cordial & harmonious relations with its employees.

L) RISK's AND CONCERNS:

The major challenge that the textile, apparel and hosiery industry faces is of ever-increasing production costs arising out of rising wages, power and other overheads.

Inflation is expected to remain elevated for the foreseeable future, driven by war-induced commodity price increases and broadening price pressures. In addition, the anticipated increase in interest rates by Central Banks in the coming year are also expected to lower growth and exert pressure on economies particularly those in emerging markets.

In these circumstances, the ability to successfully navigate cost pressures would have a significant bearing on the overall performance of your Company. Diminishing purchasing power and demand due to the economic circumstances could result in fundamental shifts in consumer behaviours and adversely impact the market for textiles and apparel.

Deterioration in supply chain and demand due to pandemic such as COVID-19 have emerged as a significant business risk. Strong supply chain system with robust digitization and interlinking of various divisions is the need of the hour to tackle similar situations in future.

M) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Name of Metric	FY 2024	FY 2025	% Change Increase (decrease)	Explanation in case change is 25 % or more, as compared to the previous year
Trade Receivables Turnover Ratio	3.93	5.34	-26.50%	Due to reduction of turnover and increase in average account receivable
Inventory Turnover	4.15	4.05	2.51%	NA
Current Ratio	1.24	1.21	2.59%	NA
Debt - Equity Ratio	1.12	1.19	-6.44%	NA
Net Profit Ratio	0.02	0.01	82.39%	Overall Performance of the Company Growth and Tenders executed.
Return on Capital Employed	0.21	0.20	6.98%	NA
Return on Investment	0.03	0.02	64.42%	Overall Performance of the Company Growth and Tenders executed.

ACCOUNTING TRAETMENT

The Company is following India accounting standards (IND – AS) for financial year 2024-2025 as notified by the Central Government of India under the Companies (Accounting Standards) Rules under section 133 of the Companies Act, 2013 and as per guideline of the

institute of chartered accountants of India in the preparation of financial statements and has not adopted a treatment different from that prescribed in any accounting standard.

**ON BEHALF OF THE BOARD
FOR SUNIL INDUSTRIES LIMITED**

SD/-

**VINOD LATH
MANAGING DIRECTOR & CHAIRMAN
DATE: 14th AUGUST, 2025
DIN NO: 00064774
PLACE: DOMBIVLI**

INDEPENDENT AUDITORS' REPORT

**To The Board of Directors
Sunil Industries Limited**

Report on the Audit of the IND AS Standalone Financial Statements

Opinion

We have audited the accompanying Statement of quarterly and year-to-date Financial Results of Sunil Industries Limited ("the Company") quarter ended 31st March, 2025 and the year-to-date results for the period from 01st April 2024 to 31st March, 2025, ("the Statement") attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('the Regulation') as amended.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid annual financial results:

1. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
2. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information for the quarter ended 31st March, 2025 as well as the year-to-date results for the period ended 01 April, 2024 to 31st March, 2025.

Basis for Opinion

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

Management's and Board of Directors' Responsibilities for the Annual Financial Results

These annual financial results have been prepared on the basis of the annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these annual financial results that give a true and fair view of the net profit/ loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in

Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the annual financial results 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 annual financial results.

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

- Identify and assess the risks of material misstatement of the annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the annual financial results made by the Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors 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 appropriateness of this assumption. 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 annual financial results 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 annual financial results, including the disclosures, and whether the annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Financial Results of the Company to express an opinion on the Financial Results.

Materiality is the magnitude of misstatements in Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Results 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 Results.

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.

Other Matters

The Standalone Financial Results include the results for the quarter ended March 31, 2025 being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For V.K. Beswal & Associates

Chartered Accountants

Firm Registration Number 101083W

CA Kunal V. Beswal

Partner

M.NO. 131054

UDIN: 25131054BMHXMW1614

Place: Mumbai

Date: 21.05.2025

DETAILED REPORT ON THE AUDIT OF THE IND AS STANDALONE FINANCIAL STATEMENTS

Opinion

1. We have audited the accompanying Ind AS standalone financial statements of Sunil Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, and 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 standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements")
2. In our opinion and to the best of our information and according to the explanation given to us, the aforesaid Ind AS standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March 2025, and its Profit including other comprehensive income, its cash flows and the change in equity for the year ended on that.

Basis for Opinion

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

Key Audit Matters

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

Information other than the Standalone Ind AS Financial Statements and auditor's report thereon

5. The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the standalone financial statements and our auditors' report thereon.
6. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

7. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

8. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements, that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; for safeguarding the assets of the Company; for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
9. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
10. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors Responsibility for the Audit of the Standalone Ind AS Standalone Financial Statements

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
13. Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, make 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) evaluating the effect of any identified misstatements in the financial statements.
14. 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.
15. 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.

16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' 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

17. 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, to the extent applicable.

18. As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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 Standalone Ind AS Balance sheet, the standalone statement of profit and loss including other comprehensive income, the statement of cash flow and the statement of changes in equity dealt with by this report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with relevant rule issued thereunder.
 - e. During our audit we did not come across any financial transaction or matters which might have an adverse effect on the functioning of the company.
 - f. On the basis of the written representations received from the directors as on 31st March, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act;
 - g. We do not have any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith.
 - h. With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
19. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company

to its directors during the year is in accordance with the provisions of section 197 of the Act.

20. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March 2025 on its financial positions in its standalone Ind AS financial statements (Refer Note: 55);
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e), as provided under (a) and (b) above, contain any material misstatement.
 - v. No dividend has been declared or paid during the year by the Company.
 - vi. Based on our examination, which included test checks, the Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with

**For V.K. Beswal & Associates
Chartered Accountants
Firm Registration Number 101083W**

**CA Kunal V. Beswal
Partner
M.NO. 131054
UDIN: 25131054BMHXMW1614**

**Place: Mumbai
Date: 21.05.2025**

Sunil Industries Limited

Balance Sheet as at 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

PARTICULARS	Note Nos.	As at 31st March, 2025	As at 31st March, 2024
I ASSETS			
Non-Current Assets			
a) Property, Plant & Equipment	2	3263.75	3217.89
b) Capital Work-in-Progress	3	-	-
c) Other Intangible Assets	2	-	-
d) Financial Assets			
(i) Investments	4	17.44	16.00
(ii) Other Financial Assets	5	99.99	83.18
e) Other Non-Current Assets	6	81.48	93.48
		3462.67	3410.55
Current Assets			
a) Inventories	7	1995.12	2968.87
b) Financial Assets			
(i) Trade Receivables	8	5394.66	3358.15
(ii) Cash and Cash Equivalents	9	822.17	411.42
(iii) Bank balances other than (ii) above	10	100.53	136.17
(iv) Loans	11	6.43	5.80
(v) Other Current Financial Assets	12	20.17	64.72
c) Current Tax Assets	13	3.06	-
d) Other Current Assets	14	1072.50	1779.57
		9414.63	8724.70
TOTAL		12877.30	12135.25
II EQUITY AND LIABILITIES			
Equity			
Shareholder's Fund			
a) Equity Share Capital	15	419.84	419.84
b) Other Equity	16	4503.92	4111.93
		4923.76	4531.77
LIABILITIES			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Non-Current Borrowings	17	90.56	182.97
b) Deferred Tax Liabilities (Net)	18	210.53	235.80
c) Provisions	19	2.27	1.60
		303.36	420.37
Current Liabilities			
a) Financial Liabilities			
(i) Current Borrowings	20	5404.32	5222.43
(ii) Trade Payables	21		
Total Outstanding Dues of Micro Enterprises and Small Enterprises		14.91	99.91
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		1417.12	1311.59
(iii) Other Current Financial Liabilities	22	218.26	309.78
b) Other Current Liabilities	23	592.66	232.63
c) Current Tax Liabilities	24	-	3.99
d) Provisions	25	2.92	2.79
		7650.18	7183.12
TOTAL		12877.30	12135.25

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying notes are an integral part of the standalone financial statements

1
2-65

As per our report of even date
For V.K.Beswal & Associates
Chartered Accountants
Firm Reg No.:101083W

CA Kunal V Beswal
Partner
Membership Number- 131054

Place : Mumbai
Date : 21-05-2025

For and on behalf of Board of Directors
Sunil Industries Limited

Vinod Lath
(Chairman & Managing Director)
(DIN:64774)

Pradeep Roongta
(CFO & WTD)
(DIN:130283)

Sourabh Sahu
Company Secretary

Sunil Industries Limited

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

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

PARTICULARS	Note Nos.	2024-2025	2023-2024
INCOME :			
Revenue from Operations	26	17184.35	18020.58
Other Income	27	34.87	18.96
Total Revenue		17219.22	18039.55
EXPENDITURE :			
Cost of Materials Consumed	28	9557.37	11466.94
Purchases of Stock in Trade	29	-	93.92
Changes in Inventories of Finished Goods, Work-in-Progress and Waste	30	742.41	85.49
Employee Benefits Expenses	31	453.72	386.33
Finance Costs	32	598.77	564.26
Depreciation and Amortization Expenses	33	264.13	241.04
Other Expenses	34	5119.88	4827.03
Total Expenditures		16736.27	17665.02
Profit before extraordinary items and tax		482.95	374.53
Extraordinary Items :			
Prior year adjustments		-	-
Profit before tax		482.95	374.53
(Add)/Less :-			
Tax expenses :			
Current tax expense for current year		118.00	116.00
Current tax expense relating to prior years		0.13	2.61
Net current tax expense		118.13	118.61
Deferred tax	18	-25.27	32.34
Profit (Loss) for the period from continuing operations		390.09	223.58
Profit/(Loss) from discontinuing operations		-	-
Tax expenses of discontinuing operations		-	-
Profit/(Loss) from discontinuing operations (after tax)		-	-
Profit for the year		390.09	223.58
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		1.90	1.58
Tax Effect on above			
Total Other Comprehensive Income		392.00	225.16
Earnings per equity share: Basic & Diluted (in Rs.)	39	9.29	5.32
SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	1		
The accompanying notes are an integral part of the standalone financial statements	'2-65		

As per our report of even date
For V.K.Beswal & Associates
Chartered Accountants
Firm Reg No.:101083W

CA Kunal V Beswal
Partner
Membership Number- 131054

Place : Mumbai
Date : 21-05-2025

For and on behalf of Board of Directors
Sunil Industries Limited

Vinod Lath
(Chairman & Managing Director)
(DIN:64774)

Pradeep Roongta
(CFO & WTD)
(DIN:130283)

Sourabh Sahu
Company Secretary

Sunil Industries Limited

Cash Flow Statement For the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

	2024-2025	2023-2024
A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit before Tax and after Extraordinary items	482.95	374.53
Adjustment For :		
Depreciation	264.13	241.04
Interest & Finance charges	598.77	564.26
Interest received	-20.31	-18.71
ECL on Receivables	-0.88	142.16
Loss/(Profit) on sale of assets	-3.56	6.89
<u>Operative Profit before Working Capital Changes</u>	1321.10	1310.17
Adjustment For :		
Increase/ (Decrease) in Trade Payables & Provisions	19.42	247.02
Increase/ (Decrease) in Other Current Liabilities	268.50	-75.69
Increase/ (Decrease) in Trade Receivable	-2035.63	-112.07
Increase/ (Decrease) in Inventories	973.75	-184.13
Increase / (Decrease) in Other Current Assets	746.17	203.80
Cash Generation from Operations	1293.32	1389.09
Direct Taxes	-121.38	-75.25
Net Cash Flow from operating activities	1171.94	1313.84
B. <u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Sale / (Purchase) of Property, Plant & Equipments (net)	-306.43	-383.80
Sale / (Purchase) of Investment (net)	-1.44	-
Proceeds from/ (Investment in) fixed deposits (net)	35.65	-4.15
Interest Received	20.31	18.71
Net Cash used in investing activities	-251.92	-369.24
C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from/ (Repayment of) Non-Current Borrowings (net)	89.49	-984.02
Interest paid	-598.77	-564.26
Net Cash used in financing activities	-509.28	-1548.28
D. Net Change In Cash And Cash Equivalents (A+B+C)	410.75	-603.67
Cash and Cash Equivalents (Opening)	411.42	1015.10
Cash and Cash Equivalents (Closing)	822.17	411.42

Notes : The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flow.

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date
For V.K.Beswal & Associates
Chartered Accountants
Firm Reg No.:101083W

CA Kunal V Beswal
Partner
Membership Number- 131054

Place : Mumbai
Date : 21-05-2025

For and on behalf of Board of Directors
Sunil Industries Limited

Vinod Lath
(Chairman & Managing Director)
(DIN:64774)

Pradeep Roongta
(CFO & WTD)
(DIN:130283)

Sourabh Sahu
Company Secretary

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

Statement of Changes in Equity -

A. Equity share capital

	Notes	Number	INR
Balance as at 1 April 2023		4,200,000	420.00
Less: Calls in Arrears		-	0.16
		4,200,000	419.84
Changes in equity share capital during the year		-	-
Balance as at 31 March 2024		4,200,000	419.84
	15		
Balance as at 1 April 2024		4,200,000	420.00
Less: Calls in Arrears		-	0.16
		4,200,000	419.84
Changes in equity share capital during the year		-	-
Balance as at 31 March 2025		4,200,000	419.84

B. Other equity

	Notes	Reserves and surplus			Total other Equity
		General Reserves	Securities premium	Retained earnings	
Balance as at 1 April 2023		1408.58	492.80	1985.39	3886.77
Dividends		-	-	-	-
Issue of share capital		-	-	-	-
Profit for the year		-	-	223.58	223.58
Other comprehensive income		-	-	1.58	1.58
Balance as at 31 March 2024		1408.58	492.80	2210.55	4111.93
	16				
Balance as at 1 April 2024		1408.58	492.80	2210.55	4111.93
Dividends		-	-	-	-
Issue of share capital		-	-	-	-
Profit for the year		-	-	390.09	390.09
Other comprehensive income		-	-	1.90	1.90
Balance as at 31 March 2025		1408.58	492.80	2602.54	4503.92

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date
For V.K.Beswal & Associates
Chartered Accountants
Firm Reg No.:101083W

CA Kunal V Beswal
Partner
Membership Number- 131054

Place : Mumbai
Date : 21-05-2025

For and on behalf of Board of Directors
Sunil Industries Limited

Vinod Lath
(Chairman & Managing Director)
(DIN:64774)

Pradeep Roongta
(CFO & WTD)
(DIN:130283)

Sourabh Sahu
Company Secretary

1 SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31.03.2025**1 Company Overview**

Sunil Industries Limited ("The Company") is an existing limited company incorporated on 19/11/1976 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at D 8, MIDC Phase II, Manpada Road, Dombivli-East, Thane-421201, Maharashtra. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (₹).

2 Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(A) Basis Of Preparation Of Financial Statement**i) Compliance with Ind AS**

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified by Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

These financial statements and notes have been presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs as per requirement of Schedule III, unless otherwise indicated.

ii) Historical cost convention

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except for the following :

- (a) Certain financial assets and liabilities (Including Derivative Instruments) that are measured at fair value;
- (b) Defined benefit plans where plan assets are measured at fair value.

iii) Current and Non Current Classification

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

(B) Use of estimates and judgements

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Continuous evaluation is done on the estimation and judgments based on historical experience and various other assumptions and factors, including expectations of future events that are believed to be reasonable under existing circumstances. Difference between actual results and estimate related to accounting estimates are recognised prospectively.

The said estimates are based on facts and events, that exist as at reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

(C) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(I) Financial Assets**i. Classification**

The Company classifies its financial assets in the following measurement categories:

- (a) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- (b) Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

- (a) For assets measured at fair value, gains and losses will either be recorded in Profit and Loss or Other comprehensive income.
- (b) For investments in debt instruments, this will depend on the business model in which the investment is held.
- (c) For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus transaction costs that are directly attributable to the acquisition of the financial asset and in the case of a financial asset not at fair value then through Profit and Loss. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in Profit and Loss.

(a) Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- i) Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.
- ii) Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in Profit and Loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other income or other expenses (as applicable). Interest income from these financial assets is included in other income using the effective interest rate method.
- iii) Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through Profit and Loss. A gain or loss on a debt investment that is subsequently measured at fair value through Profit and Loss and is not part of a hedging relationship is recognised in Profit and Loss and presented net in the statement of Profit and Loss within other income or other expenses (as applicable) in the period in which it arises. Interest income from these financial assets is included in other income or other expenses, as applicable.

(b) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has selected to present fair value gains and losses on equity investments in other comprehensive income and there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in Profit and Loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through Profit and Loss are recognised in other income or other expenses, as applicable in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime credit losses (ECL) to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed. For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

(iv) Derecognition of financial assets

A financial asset is derecognised only when -

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(II) Financial Liabilities**(i) Measurement**

Financial liabilities are initially recognised at fair value, reduced by transaction costs (in case of financial liability not at fair value through Profit and Loss), that are directly attributable to the issue of financial liability. After initial recognition, financial liabilities are measured at amortised cost using effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash outflow (including all fees paid, transaction cost, and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. At the time of initial recognition, there is no financial liability irrevocably designated as measured at fair value through profit or loss.

(ii) Derecognition

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

(D) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of the amount determined in accordance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and the amount initially recognised less cumulative amortization, where appropriate.

(E) Segment Report

- (i) The company identifies primary segment based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.
- (ii) The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

(F) Inventories Valuation

- (i) Raw materials (excluding Dyes and Chemicals), Components, Stores and Spares, Packing Materials are valued at lower of cost and net realisable value. Cost is determined on a weighted average cost basis.
- (ii) Cost of Dyes and Chemicals included in the cost of Raw Material are determined on first-in-first-out (FIFO) basis.
- (iii) Work-in-Progress and Finished Goods are valued at lower of cost and net realisable value. The cost are determined on estimated cost basis and valued on a weighted average basis.
- (iv) Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a weighted average basis.
- (v) Scrap is valued at net realisable value.
- (vi) Due allowances are made in respect of slow moving, non-moving and obsolete inventories based on estimate made by the Management.
- (vii) Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(G) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, deposit held at call with financial institutions, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

(H) Income tax and Deferred tax

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

Current and deferred tax is recognised in the Profit and Loss except to the extent it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised in equity or other comprehensive income respectively.

(i) Current income tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

(I) Property, plant and equipment

(i) Freehold land is carried at historical cost including expenditure that is directly attributable to the acquisition of the land.

(ii) All other items of property, plant and equipment are stated at cost less accumulated depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items.

(iii) 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

(iv) Cost of Capital Work in Progress ('CWIP') comprises amount paid towards acquisition of property, plant and equipment outstanding as of each balance sheet date and construction expenditures, other expenditures necessary for the purpose of preparing the CWIP for its intended use and borrowing cost incurred before the qualifying asset is ready for intended use. CWIP is not depreciated until such time as the relevant asset is completed and ready for its intended use.

(v) Depreciation methods, estimated useful lives and residual value:-

(a) Fixed assets are stated at cost less accumulated depreciation.

(b) Depreciation is provided on a pro rata basis on the straight line method over the estimated useful lives of the assets which is as prescribed under Schedule II to the Companies Act, 2013. The depreciation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset. The useful life, residual value and the depreciation method are reviewed atleast at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.

(c) The estimated useful lives are as follows:

Leaschold Land	99 years
Factory Building	30 years
Plant & machinery	08 years
Vehicles	10 years
Computer	03 years
Furniture	10 years
Office Equipment	05 years

(vi) Tangible assets which are not ready for their intended use on reporting date are carried as capital work-in-progress.

(vii) The residual values are not more than 5% of the original cost of the asset

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Estimated useful lives, residual values and depreciation methods are reviewed annually, taking into account commercial and technological obsolescence as well as normal wear and tear and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other expenses or other income as applicable.

(J) Investment Property

Property that is held for long-term rental yields or for capital appreciation or both and which is not occupied by the Company, is classified by Investing property. Investment property is measured at cost including related transaction cost and where applicable borrowing cost. Investment properties are depreciated at the same rate applicable for class of asset under Property, Plant and Equipment.

Sunil Industries Limited

CIN : L99999MH1976PLC019331

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

(Currency: Amount in Lakhs)

(K) Intangible assets

- (i) An intangible asset shall be recognised if, and only if: (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and (b) the cost of the asset can be measured reliably.
- (ii) Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include licence fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented / ready for use. The same is amortised over a period of 5 years on straight-line method.

(L) Leases

(i) As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

(ii) As a lessor

Lease income from operating leases where the Company is a lessor is recognised in 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 balance sheet based on their nature.

(M) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade discount, rebates. The Company recognises revenue as under :

Effective 01 April, 2018, the Company has adopted Indian Accounting Standard 115 (IND AS 115) - "Revenue from contracts with customers" using the cumulative catch-up transition method applied to the contract that was not completed as on the transaction date 01st April, 2018. Accordingly the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of IND-AS 115 was insignificant.

(I) Sales

The Company recognizes revenue from sale of goods & services when:

- (a) The significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods and with regard to services, when services are rendered.
- (b) The Company retains neither continuing managerial involvement to the degree usually associated with the ownership nor effective control over the goods sold.
- (c) The amount of revenue can be reliably measured.
- (d) It is probable that future economic benefits associated with the transaction will flow to the Company
- (e) The cost incurred or to be incurred in respect of the transaction can be measured reliably.
- (f) The company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(II) Other income

(i) Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

(ii) Dividend

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.

(iii) Export Benefits

Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are fulfilled.

(N) Employee Benefit

(i) Short-term obligations

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

(ii) Other long-term employee benefit obligations

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

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

(iii) Post-employment obligations

The Company operates the following post-employment schemes

(a) Defined benefit gratuity plan:

Gratuity liability is a defined benefit obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per projected unit credit method at the end of each financial year. The liability or asset recognised in the Balance Sheet is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company makes contribution to a trust maintained by Life Insurance Corporation ('LIC') of India.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as provided by LIC. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

b) Defined Contribution plan:

Contribution payable to recognised provident fund and superannuation scheme which is defined contribution scheme is charged to Statement of Profit & Loss. The company has no further obligation to the plan beyond its contribution.

(O) Foreign currency translation**(i) Functional and presentation currency**

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

(P) Borrowing Cost

(i) Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in Profit and Loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

(ii) Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

(Q) Earnings per share**(i) Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

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

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

(R) Impairment of Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(S) Provisions, contingent liabilities and contingent assets**(i) Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

(ii) Contingent liabilities:

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

(iii) Contingent Assets:

Contingent Assets are disclosed, where an inflow of economic benefits is probable.

(T) Investments

On transition to Ind AS, equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income, except for those mutual fund for which the Company has elected to present the fair value changes in the Statement of Profit and Loss.

(U) Trade receivables

Trade receivables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

(V) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

(W) Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non current.

(X) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees Lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

2 Property, Plant and Equipment

Details of the property, plant and equipment & Intangible Assets their carrying amounts are as follows:

Particulars	Land	Leasehold Lands	Factory Building	Bhiwandi Godown	Office Premises	Residential Premises	Bore Well	Lab Equipments	Office Equipment	Plant & Machinery	Computers	Furniture & Fixtures	Vehicles	TOTAL	Software
Gross carrying amount															
Balance as at 1 April 2024	42.90	3.79	1098.64	1.99	8.30	776.49	1.83	18.57	34.14	2896.01	67.57	168.40	145.52	5264.15	2.91
Additions	-	-	75.23	-	-	-	1.21	-	1.78	222.20	9.20	4.49	7.08	321.19	-
Disposals	-	-	-	-	-	-	-	-	-	9.58	-	-	19.39	28.96	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2025	42.90	3.79	1173.87	1.99	8.30	776.49	3.04	18.57	35.92	3108.63	76.78	172.89	133.22	5556.37	2.91
Depreciation and impairment															
Balance as at 1 April 2024	-	0.69	409.74	1.79	4.22	117.81	1.79	18.52	20.78	1263.08	54.41	83.27	70.17	2046.26	2.91
Disposal	-	-	-	-	-	-	-	-	-	63.675	-	-	17.13	17.77	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation	-	0.04	34.82	0.05	0.13	24.61	0.23	-	0.97	173.89	3.67	9.91	15.80	264.13	-
Balance as at 31 March 2025	-	0.73	444.56	1.84	4.35	142.43	2.01	18.52	21.75	1436.33	58.08	93.18	68.84	2292.62	2.91
Carrying amount as at 31 March 2025	42.90	3.06	729.30	0.15	3.95	634.06	1.02	0.05	14.17	1672.30	18.69	79.71	64.38	3263.75	-

Particulars	Land	Leasehold Lands	Factory Building	Bhiwandi Godown	Office Premises	Residential Premises	Bore Well	Lab Equipments	Office Equipment	Plant & Machinery	Computers	Furniture & Fixtures	Vehicles	TOTAL	Software
Gross carrying amount															
Balance as at 1 April 2023	42.90	3.79	971.41	1.99	8.30	776.49	1.83	18.57	34.05	2661.27	57.92	164.36	145.52	4888.40	2.91
Additions	-	-	127.23	-	-	-	-	-	0.08	250.57	9.65	4.04	-	391.58	-
Disposals	-	-	-	-	-	-	-	-	-	15.83	-	-	-	15.83	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2024	42.90	3.79	1098.64	1.99	8.30	776.49	1.83	18.57	34.14	2896.01	67.57	168.40	145.52	5264.15	2.91
Depreciation and impairment															
Balance as at 1 April 2023	-	0.65	378.85	1.74	4.09	107.36	1.75	18.52	19.81	1109.16	49.67	60.07	54.72	1806.38	2.91
Disposal	-	-	-	-	-	-	-	-	-	1.16	-	-	-	1.16	-
Net exchange differences	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation	-	0.04	30.88	0.05	0.13	10.45	0.04	-	0.97	155.08	4.74	23.20	15.45	241.04	-
Balance as at 31 March 2024	-	0.69	409.74	1.79	4.22	117.81	1.79	18.52	20.78	1263.08	54.41	83.27	70.17	2046.26	2.91
Carrying amount as at 31 March 2023	42.90	3.10	688.90	0.20	4.08	658.67	0.04	0.05	13.36	1632.93	13.16	85.13	75.35	3217.89	-

2.1 Notes:

The company has received a Capital subsidy which constitute 10% of total basic cost submitted by the company to Department of Amended Technology Upgraded Fund Scheme (TUF's). The company has reduced the cost of the plant & machinery upto the value of subsidy received and accordingly reduces the proportionate cost of depreciation. The amount of subsidy received year wise are produce below:

Financial Year	Amount of Subsidy
2023-2024	19.50
Total	19.50

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

3 Capital Work-in-Progress

Particulars	As at	As at
	31st March, 2025	31st March, 2024
NIL	-	-
Total	-	-

3.1 CWIP Ageing / Completion Schedule

(a) CWIP Ageing Schedule

CWIP as at 31 March, 2025	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

CWIP as at 31 March, 2024	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

(b) Completion Schedule

CWIP as at 31 March, 2025	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

CWIP as at 31 March, 2024	To be Completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in Progress	-	-	-	-	-
Projects Temporarily Suspended	-	-	-	-	-

4 Non-Current Investments

Particulars	Face Value	Units / Nos.	As at	As at	
			31st March, 2025	31st March, 2024	
Unquoted Equity Instruments, Fully Paid up :					
Investments carried at fair value through profit or loss					
Fairdeal Supplies Limited	10	13,286	1.29	13,286	1.29
Sunil Fabrics Private Limited	10	100	0.01	100	0.01
P G Mercantile Private Limited	10	150,000	15.00	10,000	14.70
Prodigy Energy Private Limited	10	11,390	1.14	-	-
Total			17.44		16.00
Aggregate amount of quoted investments -At Cost			-		-
Aggregate amount of quoted investments -At Market Value			-		-
Aggregate amount of unquoted investments -At Cost			17.44		16.00
Aggregate amount of unquoted investments -At Market Value			17.44		16.00

5 Other Financial Assets

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<i>Unsecured, Considered Good</i>		
Security Deposits	99.99	83.18
Total	99.99	83.18

6 Other Non-Current Assets

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<i>Unsecured, Considered Good unless otherwise provided</i>		
Security Deposits	7.83	7.83
Capital Advances	50.00	95.11
Less: Expected Credit Loss	-	-9.51
	50.00	85.60
Prepaid Expenses	23.60	-
Other Receivables	0.05	0.05
Total	81.48	93.48

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

7 Inventories

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<i>(As Certified and valued by the management)</i>		
Raw materials	866.23	1128.04
Work-in-progress	392.39	23.87
Finished goods (other than those acquired for trading)	587.29	1693.67
Stores, spares and others	92.50	87.04
Packing Materials	44.19	18.34
Fuel, Oil & Gases	1.99	2.82
Waste (Valued at net realisable value)	10.53	15.09
Total	1995.12	2968.87
Provision for inventories taking into account various factors, including obsolescence of material, unserviceable items and ageing of material.	124.69	-

Amounts recognized in the Standalone Statement of Profit and Loss:

Inventory write downs, considering the nature of inventory, ageing and net realisable value. Write down of inventories amounted to Rs. 124.69 Lakhs (P.Y. Nil) were recognized as an expense during the year and included in 'changes in value of inventories finished goods in the Standalone Statement of Profit and Loss.

Method of Valuation of Stock :

- Stock of Raw Material & Packing material is valued at lower of Cost determined on FIFO basis or net realisable value.
- Stores & spares and Fuel ,oil & Gases are valued at lower of Cost or net realisable value.
- Work -in Progress and Finished Goods are valued at cost or net realizable value whichever is lower.
The cost includes manufacturing expenses and appropriate overheads.

8 Trade Receivables

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<i>Unsecured, Considered Good</i>		
Others	5395.95	3360.32
Less: Allowances for Expected Credit Loss	1.30	2.17
	5394.66	3358.15
<i>Unsecured, Considered Doubtful</i>		
Others	153.81	153.81
Less: Allowances for credit impaired	153.81	153.81
	-	-
Total	5394.66	3358.15

8.1 Movement in the Allowances for Expected Credit Loss

Balance at the Beginning of the year	155.99	13.83
(Reversal) for allowances	-2.17	-13.83
Provision for allowances	1.30	2.17
Provision for allowances for credit impaired	-	153.81
Balance at the end of the year	155.11	155.99

8.2 For trade receivables outstanding, following ageing schedule shall be given:

a) For the Year ended March 31, 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	2273.64	3096.41	3.20	16.03	5.37	5394.66
Undisputed Trade Receivables – considered doubtful	-	-	-	-	153.81	153.81
Undisputed Trade Receivables – credit impaired	-	-	0.17	0.84	0.28	1.30
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

b) For the Year ended March 31, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	2518.30	798.58	4.28	17.60	19.40	3358.15
Undisputed Trade Receivables – considered doubtful	-	-	-	-	153.81	153.81
Undisputed Trade Receivables – credit impaired	-	-	0.23	0.93	1.02	2.17
Disputed Trade Receivables considered good	-	-	-	-	-	-
Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

9 Cash and cash equivalents

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Balances with banks		
On Current Accounts	710.76	403.66
On Deposit Accounts with maturity of Less than 3 Months	107.35	3.71
Cash on hand	4.07	4.05
Total	822.17	411.42
Mark as Lein against Bank Gurantee	107.35	3.71

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

10 Bank balances other than (9) above

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Bank Deposits with maturity period of more than 3 months but less than 12 months (refer note 10.1)	84.54	9.39
Bank Deposits having maturity more than 12 Months (refer note 10.1)	15.99	126.78
Total	100.53	136.17

10.1 Mark as Lein against Bank Gurantee

100.53 136.17

11 Loans

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<i>Unsecured, Considered Good</i>		
Loan to Others	6.43	5.80
Total	6.43	5.80

12 Other Current Financial Assets

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Interest Accrued	10.71	14.04
Other Receivables	0.00	0.30
Advance Payment to Employees	9.46	5.26
Claims Receivable	-	45.12
Total	20.17	64.72

13 Current Tax Assets

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Advance Taxes (Net of Provisions)	3.06	-
Total	3.06	-

14 Other Current Assets

Particulars	As at	As at
	31st March, 2025	31st March, 2024
<i>Unsecured, considered good</i>		
Tender Deposits (refer note 14.1)	200.62	55.41
Other Deposits	285.77	883.32
Advances to Suppliers	104.43	154.03
Advances other than Capital Advances	2.32	2.32
Balance with Government authorities	470.91	678.86
Prepaid Expenses	8.46	5.63
Total	1072.50	1779.57

14.1 Mark as Lein against Bank Gurantee

- 20.00

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

15 Share Capital

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Numbers	Rs.	Numbers	Rs.
Authorised				
Equity Shares of Rs.10 each	5,000,000	500.00	5,000,000	500.00
	5,000,000	500.00	5,000,000	500.00
Issued, Subscribed & fully Paid up				
Equity Shares of Rs.10 each	4,200,000	420.00	4,200,000	420.00
Less : Calls in Arrears		0.16		0.16
Total	4,200,000	419.84	4,200,000	419.84

B Reconciliation of the number of shares outstanding is set out below :

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the year	4,200,000	419.84	4,200,000	419.84
Shares Issued during the year	-	-	-	-
At the end of the year	4,200,000	419.84	4,200,000	419.84

C Detail of shareholding by the Promoters and Promotor Group in the company

Promoter Name	As at 31st March, 2025		As at 31st March, 2024		% Change during the year
	No. of Shares	% of Holding	No. of Shares	% of Holding	
Saroj Vinod Lath	335,200	7.98%	335,200	7.98%	-
Vinod Gajanand Lath	322,200	7.67%	322,200	7.67%	-
Laxmikant Lath	235,600	5.61%	235,600	5.61%	-
Vandana Laxmikant Lath	119,200	2.84%	119,200	2.84%	-
Vinod Gajanand Lath	80,400	1.91%	80,400	1.91%	-
Pradeep Chatraprasad Roongta	13,600	0.32%	13,600	0.32%	-
Beena Pradeep Roongta	12,800	0.30%	12,800	0.30%	-
Leena J Salot	10,000	0.24%	10,000	0.24%	-
Ramashankar Lath	9,600	0.23%	9,600	0.23%	-
Bhaves Hasmukhlal Mehta	-	0.00%	5,200	0.12%	-0.00
Prakashkumar Raichand Shah	5,000	0.12%	5,000	0.12%	-
Kamal Kumar Choudhary	4,400	0.10%	4,400	0.10%	-
Kamaluddin Essabhai Vastani	4,400	0.10%	4,400	0.10%	-
Raj Jaisingh	4,400	0.10%	4,400	0.10%	-
Vinod Dharmidharka	-	0.00%	1,000	0.02%	(0.00)
Chandraprakash Singhania	700	0.02%	700	0.02%	-
Preeti Lath	400	0.01%	400	0.01%	-
Jyoti Lath	300	0.01%	300	0.01%	-
Mahesh Tibrewal	200	0.00%	200	0.00%	-
Bindudevi Lath	100	0.00%	100	0.00%	-
Deepak Lath	3,900	0.09%	3,900	0.09%	-
Jugal Kishor Tela	1,500	0.04%	1,500	0.04%	-
Sunil Exim Pvt Ltd	344,900	8.21%	344,900	8.21%	-
Rajashree Capital And Insurance Brokers Limited	317,500	7.56%	317,500	7.56%	-
Sunil Prints Pvt Ltd	204,400	4.87%	204,400	4.87%	-
Sunil Fabrics Pvt Ltd	161,000	3.83%	161,000	3.83%	-
Sunil Synthetics Pvt Ltd	136,100	3.24%	136,100	3.24%	-
Eske Tex I Pvt Ltd	128,200	3.05%	128,200	3.05%	-
Chandra Kumar K Jain	-	0.00%	5,000	0.12%	(0.00)

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

D Detail of shareholders holding more than 5% of shares in the company

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Sunil Exim Pvt Ltd	344,900	8.21%	344,900	8.21%
Saroj Vinod Lath	335,200	7.98%	335,200	7.98%
Rajashree Capital And Insurance Brokers Limited	317,500	7.56%	317,500	7.56%
Vinod Gajanand Lath	322,200	7.67%	322,200	7.67%
Laxmikant Vinod Lath	235,600	5.61%	235,600	5.61%

E Aggregate No. of Shares issued as fully paid up for consideration other than cash, bonus shares issued and shares bought back during the period of 5 Years immediately preceding the reporting date.

Particulars	Aggregate No. of Shares (for last 5 Financial Years)
Equity Shares :	
Fully paid up pursuant to contract(s) without payment being received in cash	NIL
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

16 Other Equity

Particulars	As at	As at
	31st March, 2025	31st March, 2024
General Reserves		
Opening Balance	1408.58	1408.58
Add/(Less) : During the year	-	-
Closing Balance	1408.58	1408.58
Securities Premium Account		
As per last Balance Sheet	492.80	492.80
Add/(Less) : During the year	-	-
Closing Balance	492.80	492.80
Retained Earnings		
Opening balance	2210.55	1985.39
Add : Profit for the year	392.00	225.16
Closing Balance	2602.54	2210.55
Total	4503.92	4111.93

17 Non-Current Borrowings

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Secured Loans, Rupee Loans From Banks :-		
Working Capital Loan	142.22	240.00
Term Loans	-	12.11
Vehicle Loan	40.75	52.10
	182.97	304.21
Less: Current Maturity of Long Term Debts (Refer Note "20")	92.40	121.24
Total	90.56	182.97

Nature of Security :-

- 17.1 Secured Working Capital Loans, Term Loans & Property Loan taken from Standard Chartered Bank are secured against hypothecation of all current assets of the company, both present and future. Further, primary pari passu Equitable mortgage charge over on Certain Immovable and all Movable Property, Plant & Equipment situated at Shed No Plot 8, MIDC Phase II, Dombivili - East, Thane - 421203 together with property at Flat No. 33, 5th Floor, Building Sunbeam May Flower Co Op Hsg Soc Limited, 3A Peddar Road, Mumbai-400026. Further Secured by Personal guarantee of the directors and Corporate guarantee of Sunil Exim Private Limited as mentioned in the loan documents executed by the Company.
- 17.2 Vehicle Loans from ICICI Bank & Union Bank are secured against the respective vehicles against which the term loan financed by the banks.

Terms of Repayment:-

- 17.3 Working Capital Term Loan From Standard Chartered Bank of Rs. 200 lakhs by way of Emergency Credit Line Guarantee Scheme. The loan is repayable in the form of 36 Monthly Installments commencing after completion of initial Moratorium of 12 Months. The loan is repayable upto 30-09-2025. The Interest on loan will be paid on monthly basis charge by the bank.
- 17.4 Working Capital Term Loan From Standard Chartered Bank of Rs. 140 lakhs by way of Emergency Credit Line Guarantee Scheme. The loan is repayable in the form of 36 Monthly Installments commencing after completion of initial Moratorium of 12 Months. The loan is repayable upto 10-07-2027. The Interest on loan will be paid on monthly basis charge by the bank.
- 17.5 Term Loans & Property Loan From Standard Chartered Bank are repayable in the form of Equated Monthly Installments. The Term Loans are repayable upto 31-07-2024.
- 17.6 Vehicle Loans From Banks are repayable in the form of Equated Monthly Installments bifurcated into 36 Months.

18 Deferred Tax Liability (Net)

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Deferred Tax Liability		
Net Block as per Companies Act	3217.06	3171.19
Net Block as per Income Tax Act	2284.33	2311.18
Difference	932.73	860.01
Deferred tax liability (A)	259.49	239.26
Deferred Tax Assets		
Expenses Allowed in the year of Payment		
MSME	7.70	1.05
Bonus	7.99	6.98
Gratuity	5.19	4.39
	20.87	12.41
Provision for Doubtful Debts/Expected Credit Loss	155.11	-
Deferred tax assets (B)	48.96	3.45
Net Deferred Tax Liability (Closing)	210.53	235.80
Less : Net Deferred Tax Liability (Opening)	235.80	203.46
Net Deferred Tax Liability to be recognized in Profit & Loss Account.	-25.27	32.34

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

19 Provisions

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Provision for employee benefits :		
Gratuity	2.27	1.60
Total	2.27	1.60

20 Current Borrowings

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Secured Loan, From Bank		
Working Capital Loans	2770.92	2064.31
Current Maturity of Long Term Debts (Refer Note "17")	92.40	121.24
	2863.32	2185.56
Unsecured Loans, Repayable on Demand		
From Related Body-Corporates	-	2.37
Inter Corporate Deposits	2541.00	3034.50
	2541.00	3036.87
Total	5404.32	5222.43

Nature of Security:

- 20.1 Secured Working Capital Loans & Bank Gurantees taken from Standard Chartered Bank are secured against hypothecation of all current assets of the company, both present and future. Further, primary pari passu Equitable mortgage charge over on Certain Immovable and all Movable Property, Plant & Equipment situated at Shed No Plot 8, MIDC Phase II, Dombivili - East, Thane - 421203 together with property at Flat No. 33, 5th Floor, Building Sunbeam May Flower Co Op Hsg Soc Limited, 3A Peddar Road, Mumbai-400026. Further Secured by Personal guarantee of the directors and Corporate guarantee of Sunil Exim Private Limited as mentioned in the loan documents executed by the Company.
- 20.2 Unsecured Loans from various parties are repayable on demand and are short term funded against the working capital requirement of the company.

21 Trade Payables

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Total Outstanding Dues of Micro Enterprises and Small Enterprises	14.91	99.91
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises	1417.12	1311.59
Total	1432.03	1411.50

21.1 Trade payables due for payment / ageing :

The following ageing schedule shall be given for Trade payables due for payment:-

a) For the Year ended March 31, 2025

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
MSME	14.91	-	-	-	14.91
Others	1412.14	-	-	4.98	1417.12
Disputed dues – MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

b) For the Year ended March 31, 2024

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3years	More than 3 years	
MSME	99.91	-	-	-	99.91
Others	1249.40	43.13	6.01	13.05	1311.59
Disputed dues – MSME	-	-	-	-	-
Disputed dues – Others	-	-	-	-	-

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

21.2 Dues To Micro, Small and medium Enterprises:-

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED ACT").

The disclosures pursuant to the said MSMED Act are as follows:

	Particulars	As at	As at
		31st March, 2025	31st March, 2024
a)	The principal amount remaining unpaid to any supplier at the end of the year	14.91	99.91
b)	Interest due remaining unpaid to any suppliers at the end of the year	-	-
c)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the suppliers beyond the appointed day during the year	-	-
d)	The amount of interest due and payable for the period 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 MSMED Act, 2006.	-	-
e)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the Micro Small and Medium Enterprise Development Act, 2006 is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.

22 Other Current Financial liabilities

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Interest accrued but not Due	0.65	0.89
Interest accrued and Due	217.61	308.90
Total	218.26	309.78

23 Other Current Liabilities

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Statutory dues	49.50	46.86
Retention from Suppliers	-	0.80
Trade Deposits from Customers	307.56	98.22
Payable for Expenses	201.14	57.05
Employees Dues	34.41	29.37
Advance from Customer	0.05	0.33
Total	592.66	232.63

24 Current Tax Liabilities

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Provision for Income Tax (Net of Taxes Paid)	-	3.99
Total	-	3.99

25 Provisions

Particulars	As at	As at
	31st March, 2025	31st March, 2024
Provision for employee benefits :		
Gratuity	2.92	2.79
Total	2.92	2.79

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

26 Revenue From Operations		
Particulars	2024-25	2023-24
Revenue from operations		
Sale of Products :		
Finished Goods	17180.49	17855.09
Traded Goods	-	123.98
Sale of Service :		
Processing Charges	3.86	41.52
Total	17184.35	18020.58
Detail of Sales		
Particulars	2024-25	2023-24
Sale of Products Comprises:		
Cloth	16545.80	17165.88
Yarn	564.00	568.12
Waste	38.54	34.25
Others	32.15	86.85
	17180.49	17855.09
Sale of Traded Goods Comprises:		
Napkins	-	123.98
Total	-	123.98
27 Other Income		
Particulars	2024-25	2023-24
Interest Income		
- On Deposits with Banks	11.03	8.56
- On Loans	4.92	2.11
- On Deposits	4.35	2.26
- On IT Refunds	-	5.79
Profit on Sale of Assets	3.56	-
Miscellaneous Income	0.62	0.25
Reversal on ECL on Advances	9.51	-
Reversal on ECL on Receivables (net)	0.88	-
Total	34.87	18.96
28 Cost of Materials Consumed		
Particulars	2024-25	2023-24
Raw Material Consumed		
Opening Stock	1128.04	845.05
Add: Purchases During the Year	9295.56	11749.93
	10423.60	12594.98
Less: Closing Stock	866.23	1128.04
Total Consumption	9557.37	11466.94
Raw Material Purchases during the year Comprises of:		
Yarn	3310.58	3044.10
Cloth	5984.98	8705.83
	9295.56	11749.93
29 Purchases of Stock-in-Trade		
Particulars	2024-25	2023-24
Stock-in-Trade	-	93.92
Total	-	93.92
Stock-in-Trade Purchases during the year Comprises of:		
Pulp Roll Purchase	-	93.92
	-	93.92
30 Changes in Inventories of Finished Goods, Work-in-Progress and Waste		
Particulars	2024-25	2023-24
Inventories at the end of the year:		
Finished goods	587.29	1693.67
Work-in-progress	392.39	23.87
Waste	10.53	15.09
	990.22	1732.63
Inventories at the beginning of the year:		
Finished goods	1693.67	1784.75
Work-in-progress	23.87	32.44
Waste	15.09	0.94
	1732.63	1818.12
Net (Increase) / Decrease	742.41	85.49

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

31 Employee Benefit Expenses		
Particulars	2024-25	2023-24
Salaries, Wages, Allowances and Bonus	362.96	320.83
Contribution to Provident, Gratuity and other funds	30.37	27.81
Workmen and Staff Welfare Expenses	60.39	37.70
Total	453.72	386.33
32 Finance Costs		
Particulars	2024-25	2023-24
Interest Expenses		
- On Bank Borrowings	205.98	199.59
- On Unsecured Loans	352.24	346.80
- On Other	0.05	0.08
Other Borrowing Cost		
- Bank Charges and Commission	32.42	17.79
- Loan Processing Charges	8.08	-
Total	598.77	564.26
33 Depreciation & Amortization Expenses		
Particulars	2024-25	2023-24
Depreciation on Property, Plant and Equipment	264.13	241.04
Total	264.13	241.04
34 Other Expenses		
Particulars	2024-25	2023-24
MANUFACTURING EXPENSES		
Processing and Labour Charges	1258.83	1055.55
Stores, Dyes and Chemicals Consumed	994.62	550.42
Power and Fuel	974.24	763.84
Water Charges	14.00	10.76
Factory Expense	46.17	23.99
Repairs to Building	30.82	33.91
Repairs to Machinery	113.47	70.90
Packing Material Consumed	211.62	166.60
	3643.77	2675.98
ADMINISTRATIVE EXPENSES		
Rent	9.00	9.47
Rates and Taxes	51.39	441.06
Repairs to Others	19.44	13.63
Insurance Charges	18.41	15.84
Travelling and Conveyance	67.41	36.38
Communication Expenses	8.78	6.75
Professional Fees	23.33	31.05
Donations	30.30	11.51
Corporate Social Responsibility	-	1.69
Freight, Octroi and Forwarding Expenses	164.64	100.10
Payments to Auditors'	7.06	5.45
Brokerage and Commission	904.67	1194.64
Loss on sale of assets	-	6.89
Bad Debts	95.11	89.86
Advertisement and Sales Promotion	61.45	25.09
ECL on Receivables	-	142.16
ECL on Advances	-	9.51
Miscellaneous Expenses	15.11	9.96
Total	5119.88	4827.03
34.1 Payments to Auditors'		
A) Statutory Auditors:-		
For Audit Fee	3.48	2.70
For Tax Audit Fees	3.19	2.20
B) Branch Auditors:-		
For Audit Fee	0.40	0.55
For others	-	-
Total	7.06	5.45
34.2 Disclosure pertaining to corporate social responsibility expenses		
The company has not applicable provision of Sec. 135 of the Companies Act, 2013 viz. Corporate Social Responsibility.		
34.3 In the F.Y. 2023-2024, the company has reversed its GST Input Credit balance of Rs.362.05/- lakhs and charged to revenue under heads "Rates & Taxes", due to unclaimable from GST authority as refund under inverted duty structure for the period from 2017-2022.		

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

35 Analytical Ratios

Sr. No.	Ratios	Head	As at 31st March, 2025			As at 31st March, 2024			% Variance	Reason for Variance more than 25%
			Numerator	Denominator	Current Period	Numerator	Denominator	Previous Period		
			Rs.	Rs.		Rs.	Rs.			
i)	Current Ratio	Current Assets / Current Liabilities	9596.11	7740.74	1.24	8901.36	7366.08	1.21	2.59%	
ii)	Debt-equity ratio	Total Debt / Shareholder's Equity	5494.89	4923.76	1.12	5405.39	4531.77	1.19	-6.44%	
iii)	Debt service coverage ratio	EBIDTA/ Total Debt Service	1345.85	719.96	1.87	1179.83	740.23	1.59	17.28%	
iv)	Return on equity	Net Income available to Shareholders / Shareholder's Equity	392.00	4923.76	0.08	225.16	4531.77	0.05	60.24%	Overall Performance of the Company Growth and Tenders executed.
v)	Inventory turnover ratio	Cost of Goods Sold / Avg. Inventory	10299.78	2482.00	4.15	11646.35	2876.80	4.05	2.51%	
vi)	Trade receivables turnover ratio	Revenue from Operations / Average Account Receivables	17184.35	4376.41	3.93	18020.58	3373.20	5.34	-26.50%	Due to reduction of turnover and increase in average account receivable
vii)	Trade payables turnover ratio	Total Purchases + Total Other Expenses / Average Account Payables	14415.44	1421.76	10.14	16670.89	1293.60	12.89	-21.32%	
viii)	Net capital turnover ratio	Revenue from Operations / Average Working Capital	17184.35	2623.00	6.55	18020.58	2242.11	8.04	-18.49%	
ix)	Net profit ratio	Net Profit / Total Revenue	392.00	17219.22	0.02	225.16	18039.55	0.01	82.39%	Overall Performance of the Company Growth and Tenders executed.
x)	Return on capital employed	Earning Before Interest & Tax / Capital Employed	1081.72	5136.56	0.21	938.79	4769.17	0.20	6.98%	
xi)	Return on investment	Net Income / Total Assets	390.09	12877.30	0.03	223.58	12135.25	0.02	64.42%	Overall Performance of the Company Growth and Tenders executed.

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

36 Fair Value Measurement

Financial Instrument by category and hierarchy

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or

The following methods and assumptions were used to estimate the fair values :

- Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
- Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counter party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.
- For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The Company uses the following hierarchy for determining and disclosing the fair value of financial instrument by valuation technique

- Level 1:** Quoted (unadjusted) price in active markets for identical assets or liabilities.
Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.
Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

Financial Assets and Liabilities	As at 31st March, 2025				As at 31st March, 2024			
	Carrying Amount	Level of input used in			Carrying Amount	Level of input used in		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
At Amortized Cost								
Financial Assets:-								
- Loans	6.43	-	-	6.43	5.80	-	-	5.80
- Trade Receivables	5394.66	-	-	5394.66	3358.15	-	-	3358.15
- Other Financial Assets	120.16	-	-	120.16	147.89	-	-	147.89
- Cash & Cash Equivalents	822.17	-	-	822.17	411.42	-	-	411.42
- Other Bank Balance	100.53	-	-	100.53	136.17	-	-	136.17
	6443.94	-	-	6443.94	4059.44	-	-	4059.44
At FVTPL								
Financial Assets:-								
- Investments*	17.44	-	-	17.44	16.00	-	-	16.00
	17.44	-	-	17.44	16.00	-	-	16.00
At Amortized Cost								
Financial Liabilities:-								
Borrowings	5494.89	-	-	5494.89	5405.39	-	-	5405.39
Other Financial Liabilities	218.26	-	-	218.26	309.78	-	-	309.78
Trade Payables	1432.03	-	-	1432.03	1411.50	-	-	1411.50
Lease Liability	-	-	-	-	-	-	-	0.00
	7145.17	-	-	7145.17	7126.68	-	-	7126.68

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

* The above Investments does not include equity investments in subsidiaries, associates and joint ventures which are carried at costs and hence are not required to be disclosed as per Ind AS 107 “Financial Instrument Disclosures.

The fair values of current debtors, cash & bank balances, loan to related party, security deposit to government department, current creditors and current borrowings and other financial liability are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

Fair value measurements using significant unobservable inputs (level 3)

37 FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

In the course of business, the company is exposed to certain financial risk that could have considerable influence on the Company’s business and its performance. These include market risk (including currency risk, interest risk and other price risk), credit risk and liquidity risk. The Board of Directors review and approves risk management structure and policies for managing risks and monitors suitable mitigating actions taken by the management to minimise potential adverse effects and achieve greater predictability to earnings.

In line with the overall risk management framework and policies, the treasury function provides service to the business, monitors and manages through an analysis of the exposures by degree and magnitude of risks. It is the Company’s policy that no trading in derivatives for speculative purposes may be undertaken. The company uses derivative financial instruments to hedge risk exposures in accordance with the Company’s policies as approved by the board of directors.

i. Market Risk - Interest rate risk :

Interest rate risk is risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company is exposed to interest rate risk pertaining to funds borrowed at both fixed and floating interest rates. In order to optimize the Company’s position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

The Sensitivity analysis below has been determined based on the exposures to interest rates at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability as at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents Management’s assessment of the reasonably possible changes in interest rates.

ii. Equity Price Risk

Equity price risk is related to the change in market reference price of the investments in quoted equity securities. The fair value of some of the Company’s investments exposes the company to equity price risks. At the reporting date, the company do not held any quoted equity securities.

The following table presents the changes in level 3 items for the year ended :

Particulars

a. Unquoted Equity Shares

At Cost

Profit / (Loss) Recognized in the Statement of Profit & Loss Account

Value at the Year end

	As at 31st March, 2025	As at 31st March, 2024
	17.44	16.00
	-	-
	<u>17.44</u>	<u>16.00</u>

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

b. Quoted Equity Shares

At Cost

Profit / (Loss) Recognized in the Statement of Profit & Loss Account

Value at the Year end

-	-
-	-
-	-

iii. Credit Risk

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on customer profiling, credit worthiness and market intelligence. Trade receivables consist of a Government/Institutionals & Other customers, spread across India. Outstanding customer receivables are regularly monitored. The average credit period is in the range of 0 - 180 days. However in select cases credit is extended which is backed by security deposit/bank guarantee/ letter of credit and other firms. The Company's Trade receivables consist of a large number of customers, across India hence the Company is not exposed to concentration risk.

The Company measures the expected credit loss of trade receivables from individual customers based on historical trend, industry practices and the business environment in which the entity operates.

Ageing of Account receivables

Particulars

Not Due

Less than 6 months

Beyond more than 180 days

Total

	As at 31st March, 2025	As at 31st March, 2024
Not Due	-	-
Less than 6 months	2273.64	2518.30
Beyond more than 180 days	3121.02	839.86
Total	5394.66	3358.15

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

iv. Liquidity Risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital limits from various banks. Furthermore, the Company access to funds from debt markets through commercial paper programs and short term working capital loans.

- a. The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars

Non-current borrowings (including current maturities)

Current Borrowings

Interest Payable

Net Debt

	As at 31st March, 2025	As at 31st March, 2024
Non-current borrowings (including current maturities)	90.56	182.97
Current Borrowings	5404.32	5222.43
Interest Payable	218.26	309.78
Net Debt	5713.15	5715.18

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

b. Assets Pledged as Security

Particulars	As at 31st March, 2025	As at 31st March, 2024
A. Current Asset		
Non- Financial Assets		
Inventories	1995.12	2968.87
Financial Assets		
Trade Receivables	5394.66	3358.15
Cash & Cash Equivalents	822.17	411.42
Other Bank Balance	100.53	136.17
Loans	6.43	5.80
Other Current Financial Assets	20.17	64.72
Current Tax Assets	3.06	0.00
Other Current Assets	1072.50	1779.57
Total Current Assets Pledged as Security (A)	9414.63	8724.70
B. Non-Current Assets		
Non- Financial Assets		
Property, Plant & Equipments	1139.01	1306.49
Other Non-Current Assets	81.48	93.48
Financial Assets		
Investments	17.44	16.00
Total Non-current Assets Pledged as Security (B)	1237.94	1415.97
Total Assets Pledges as Security (A + B)	10652.57	10140.68

The Company maintains sufficient liquidity by way of working capital limits from banks.

38 Capital Management

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's Risk Management Committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

39 Earning Per Share

Particulars	2024-25	2023-24
Net Profit After Tax available for Equity Shareholders	390.09	223.58
Weighted average number of Equity Shares for Basic EPS	4,200,000	4,200,000
Weighted average number of Equity Shares for Diluted EPS	4,200,000	4,200,000
Nominal Value of Equity Shares	10	10
Basic & Diluted Earnings per Equity Share	9.29	5.32

40 Expenditure & Earning in Foreign Currency

Particulars	As at 31st March, 2025	As at 31st March, 2024
Expenditure :		
Travelling Expenses	-	8.47
Stores & Spares	-	-
CIF Value of Capital Goods	-	-
CIF Value of Purchases	84.37	-
Earnings :		
Export Sales	-	-

41 Stores, Spares, Dyes and Chemicals Consumed

Particulars	As at 31st March, 2025	As at 31st March, 2024
Indigenous	994.62	550.42
Imported	-	-

42 Employee Benefit

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below:

(i) Defined Contribution Plan

Contribution to Defined Contribution Plan includes Provident Fund & ESIC. The expenses recognised for the year are as under :

Particulars	2024-25	2023-24
Employer's Contribution to Provident Fund & ESIC	27.28	24.90
	27.28	24.90

(ii) Defined Benefit Plans

(a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 to 26 days/one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after 5 years of continuous service.

(b) Major category of plan assets:

The Company has taken plans from Life Insurance Corporation of India.

(c) The following tables set out the funded status of the gratuity and leave encashment plans and the amounts recognised in the Company's financial statements as at 31 March 2025 and 31 March 2024.

Gratuity:

(1) Funded Status of the Plan: -	2024-25	2023-24
Present value of unfunded obligations	-	-
Present value of funded obligations	66.87	62.26
Fair value of plan assets	-61.68	-57.88
Net Liability (Asset)	5.19	4.39

The total accrued liability is Rs. 71.51 lakhs. Out of which the value of discontinuance liability (if all the accrued benefits were to settle immediately) as at the valuation date is Rs. 71.51 lakhs

2) Bifurcation of Liability as per Schedule III

	2024-25	2023-24
Current Liability	2.92	2.79
Non- Current Liability	2.27	1.60
Net Liability (Asset)	5.19	4.39

(3) The amounts recognized in the statement of Profit and Loss Account are as follows: -

	2024-25	2023-24
Current Service cost	2.79	2.65
Interest cost on benefit obligation	0.22	0.22
Expected return on plan assets	-	-
Net actuarial (gain) / loss recognized during the year	-	-
Past service cost	-	-
Losses (gains) on curtailments & settlement	-	-
Total included in 'Employee benefit Expenses'	3.00	2.87

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

(4) Other Comprehensive Income for the current period

	2024-25	2023-24
Components of actuarial gain/losses on obligations:		
Due to Change in financial assumption	2.16	0.85
Due to change in demographic assumption	-	-
Due to experience adjustment	-3.27	-2.38
Return on plan assets excluding amounts included in interest income	-0.79	-0.05
Amounts recognized in Other Comprehensive (Income) / Expense	-1.90	-1.58

(5) Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

	2024-25	2023-24
Opening defined benefit Obligation	62.26	57.03
Transfer Out Liability to Group Gratuity Company	-	-
Current service cost	2.79	2.65
Interest cost	3.70	4.12
Due to experience adjustments	-3.27	-2.38
Due to Change in financial assumptions	2.16	0.85
Actuarial (gains) / loss	-	-
Past service cost	-	-
Benefits Paid	-0.78	-
Closing defined benefits obligation	66.87	62.26

(6) Changes in the fair value of plan assets representing reconciliation of the opening and closing balance thereof are as follows: (expressed as weighted averages):

	2024-25	2023-24
Opening fair value of plan assets	57.88	52.77
Transfer in/(out) plan assets	-	-
Interest Income	3.49	3.90
Return on plan assets excluding amounts included in interest income	0.79	0.05
Contribution by employer	0.30	1.15
Benefit Paid	-0.78	-
Closing fair value of plan assets	61.68	57.88

The actual return on the assets is Rs. 4.28 lakhs

(7) Principle actuarial assumptions

Particulars	2024-25	2023-24
Discount Rate	7.20 % p.a	7.20 % p.a
Salary Growth Rate	7.00 % p.a.	7.00 % p.a.
Withdrawal Rates	10.00% p.a at younger ages reducing to 2.00% p.a% at older ages	10.00% p.a at younger ages reducing to 2.00% p.a% at older ages
Rate of Return on Plan Assets	7.20 % p.a	7.20 % p.a

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

43 Related Parties Disclosure:

Disclosure of related parties/related party transactions pursuant to Ind AS 24 “ Related Party Disclosures”

a. Enterprises controlled by Director and Relatives

EskeTex (India) Private Limited	Sunil Exim Private Limited
Sunil Fabrics Private Limited	Sunil Bleaching Co. Private Limited
Sunil Synthetics Private Limited	Rarefab Textiles Private Limited
Sunil Prints Private Limited	Apple Mines & Mineral Pvt Ltd
Image Dealcom Private Limited	

b. Key Management Personnel and their relatives

Name	Relationship	Name	Relationship
Mr. Vinod Lath	Chairman & Managing Director	Mr. Laxmikant Lath	Relatives of Executive Directors
Mr. Pradeep Roongta	CFO & Whole Time Director	Mr. Prateek Roongta	Relatives of Executive Directors
Mr. Rohit Gadia	Director	Mrs. Saroj Lath	Relatives of Executive Directors
Mrs. Shruti Saraf	Director	Mrs. Beena Roongta	Relatives of Executive Directors
Mr. Rajesh Tibrewal	Director	Mrs. Vandana Lath	Relatives of Executive Directors
Mr. Sourabh Sahu	Company Secretary		

c. Transaction with related parties :

Name of Party	Nature of Transaction	2024-25	2023-24
Eske Tex (India) Private Limited	Interest Paid	22.56	16.00
	Loan Repaid during the year	324.00	244.00
	Loan Received During the year	322.00	122.00
Rarefab Textiles Private Limited	Interest Paid	23.64	20.45
	Loan Repaid during the year	288.00	253.08
	Loan Received During the year	288.00	45.00
Apple Mines & Mineral Pvt Ltd	Interest Paid	1.95	1.89
	Loan Repaid during the year	-	21.00
	Loan Received During the year	21.00	-
Sunil Bleaching Co. Private Limited	Interest Paid	8.63	5.92
	Loan Repaid during the year	134.37	94.66
	Loan Received During the year	134.00	52.00
Sunil Exim Private Limited	Interest Paid	5.58	5.29
	Loan Repaid during the year	61.50	60.40
	Loan Received During the year	61.50	4.00
Sunil Fabrics Private Limited	Interest Paid	4.74	3.47
	Loan Repaid during the year	58.00	42.98
	Loan Received During the year	58.00	15.00
Sunil Prints Private Limited	Interest Paid	0.32	0.33
	Loan Repaid during the year	3.50	5.18
	Loan Received During the year	3.50	-
Sunil Synthetics Private Limited	Interest Paid	3.79	3.43
	Loan Repaid during the year	43.00	41.29
	Loan Received During the year	43.00	5.00
Image Dealcom Private Limited	Interest Paid	26.29	22.52
	Loan Repaid during the year	500.00	455.96
	Loan Received During the year	500.00	289.68
Vandana Textiles	Rent paid	9.00	9.00
Mr. Vinod Lath	Interest Paid	5.67	6.23
	Loan Received During the year	100.00	94.46
	Loan Repaid during the year	100.00	129.46
	Remuneration to Directors	24.00	24.00
Mrs. Saroj Lath	Interest Paid	-	1.98
	Loan Received During the year	-	29.00
	Loan Repaid during the year	-	39.00
Mr. Pradeep Roongta	Remuneration to Directors	24.00	24.00
Mr. Ramesh Khanna	Professional Fees	5.00	-
Mr. Sourabh Sahu	Remuneration to Company Secretary	2.16	2.16
Mrs. Beena Roongta	Salary Paid	12.00	12.00
Mr. Prateek Roongta	Salary Paid	15.00	15.00

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

d. Balance Outstanding of Related Parties :

Name of Party	Receivable/Payable	As at 31st March, 2025	As at 31st March, 2024
EskeTex (India) Private Limited	Payable	-	14.74
Rarefab Textiles Private Limited	Payable	-	18.41
Image Dealcom Private Limited	Payable	-	20.27
Vinod Lath	Payable	-	6.61
Pradeep Roongta	Payable	-	1.27
Beena Roongta	Payable	-	0.87
Prateek Roongta	Payable	-	0.81
Apple Mines & Mineral Pvt Ltd	Payable	-	1.70
Sunil Bleaching Co. Private Limited	Payable	-	5.69
Sunil Exim Private Limited	Payable	-	4.76
Sunil Prints Private Limited	Payable	-	0.29
Sunil Synthetics Private Limited	Payable	-	3.09
Mrs.Saroj Lath	Payable	-	1.78
Sunil Fabrics Private Limited	Payable	-	3.13
Sourabh Sahu	Payable	0.18	0.18

Note:

The related party relationships and transactions have been determined by management of the Company on the basis of the requirements of the Ind AS 24 "Related Party Disclosures" and the same have been relied upon by the auditors.

The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the year.

Related parties have been identified by the Management. Actual re-imbursment of expenses/taxes paid on behalf of related parties is not considered as a related party transactions for disclosure purpose

44 Contribution to political parties during the year 2024-25 is Rs. Nil (previous year Rs. Nil).

45 There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2025.

46 Disclosure pertaining to Immovable properties

- The title deeds, of all the immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

47 Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority

48 Compliance related to number of layers prescribed under clause (87) of Section 2 of the Act is not applicable to the Company, keeping in view the fact that the Company has no subsidiaries.

49 Utilisation of Borrowings availed from Banks and Financial Institutions

The borrowings obtained by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

50 Crypto Currency / Virtual Currency

The company has not done any transaction in Crypto or Virtual currency.

51 The company has not entered into any Scheme's of arrangements with the competent authority in terms of Sec. 230 to 237 of the Companies Act, 2013.

52 Details of pending charge creation / satisfaction registration with ROC.

The Company does not have any charges or satisfaction which are yet to be registered with ROC beyond the statutory period.

53 Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013.) either severally or jointly with any other person, that are:

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) repayable on demand	-	-
b) without specifying any terms or period of repayment	-	-

Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties

Type of Borrower	Terms of repayment	As at 31st March, 2025		As at 31st March, 2024	
		Amount in the nature of loan outstanding	% to the total Loans and Advances in the nature of loans	Amount in the nature of loan outstanding	% to the total Loans and Advances in the nature of loans
Promoters		-	-	-	-
Directors		-	-	-	-
KMP's		-	-	-	-
Related Parties	Repayable on Demand	-	-	-	-

The Company has not extended any loans to its related parties during the year and previous year.

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

54 Reconciliation and Deviation in Submitting the Stock Statements to lenders:

The Stock, Debtor and Creditors statement are submitted to the Standard Chartered Bank. The deviation in the Quarterly Stock-Book debts statements as compared to the books are explained in the below table:

Name of the Bank	Quarter for the FY 2024-2025	Particulars of Securities Provided	Amount as per Books of accounts	Amount as reported in the quarterly return/ statement	Amount of difference
Standard Chartered Bank	Qtr 1	Stock	2052.01	2052.01	0.00
		Debtors	4963.38	4970.74	-7.36
		Creditors	1893.21	941.41	951.80
Standard Chartered Bank	Qtr 2	Stock	2520.28	2520.27	0.01
		Debtors	7544.03	7652.39	-108.36
		Creditors	2576.88	2106.39	470.49
Standard Chartered Bank	Qtr 3	Stock	2559.55	2559.55	0.00
		Debtors	9676.59	9535.73	140.86
		Creditors	4186.25	2743.92	1442.33
Standard Chartered Bank	Qtr 4	Stock (Refer note 5)	2119.81	2119.81	0.00
		Debtors	5549.72	5549.87	-0.15
		Creditors	1572.13	1160.02	412.11

Reason for Material Discrepancies :

1. The company has submitted Stock-Book-Debt Statement to bankers on provisional basis/un-audited as per the bankers requirements in every month.
2. The value of unaudited creditors of goods includes creditors for expenses. The debt statement provided to bankers are only in related to un-paid stock.
3. The Variance in Book-Debt outstanding are due to Debit/Credit Notes and other claims adjustment.
4. There are no-material variance in value of inventory submitted to bankers.
- 5 The Inventory of quarter 4 includes non moving inventory of Rs. 124.69/- lakhs whose value has been considered as zero.

Name of the Bank	Quarter for the FY 2023-2024	Particulars of Securities Provided	Amount as per Books of accounts	Amount as reported in the quarterly return/ statement	Amount of difference
Standard Chartered Bank	Qtr 1	Stock	993.26	990.99	2.27
		Debtors	6186.42	6189.54	-3.12
		Creditors	1695.98	842.28	853.70
Standard Chartered Bank	Qtr 2	Stock	2120.33	2108.25	12.08
		Debtors	7352.56	7355.63	-3.07
		Creditors	3243.18	2330.40	912.78
Standard Chartered Bank	Qtr 3	Stock	1496.82	1496.81	0.01
		Debtors	7726.22	7731.09	-4.87
		Creditors	2492.87	1690.24	802.63
Standard Chartered Bank	Qtr 4	Stock	2968.87	2968.87	0.00
		Debtors	3359.94	3361.76	-1.82
		Creditors	2005.41	950.97	1054.44

Reason for Material Discrepancies :

1. The company has submitted Stock-Book-Debt Statement to bankers on provisional basis/un-audited as per the bankers requirements in every month.
2. The value of unaudited creditors of goods includes creditors for expenses which are later reclassified. The debt statement provided to bankers are only in related to un-paid stock.
3. The Variance in Book-Debt outstanding are due to Debit/Credit Notes and other claims adjustment.
4. The variance in inventory is due to subsequent rectification of consumption and valuation of stock

55 Contingent Liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Bank Guarantee	611.53	317.17
Disputed Excise Duty liability*	-	-
Disputed Customs Duty liability of M/s. Sunil Impex , a firm in which the company was an erstwhile partner sharing 80% profit and loss (to the extent of the profit and loss sharing ratio).**	336.00	336.00
Disputed TNVAT liability (Inclusive of penalty of Rs. 20.82 lakhs)***	28.05	28.05
Disputed Goods & Services Tax (GST) for the F.Y. 2017-18 to 2019-20****	232.12	-

* In the case of Excise Duty Liability, the Company had filed an appeal before CEGAT. An order was passed by CEGAT dated 30.01.2018 and had remanded the matter back to the Adjudicating Authority namely Commissioner of Central Excise, Thane-I to adjudicate the matter afresh, hence the demand of Rs.1.41 crores stands remitted until the final order is passed by the Commissioner of Central Excise, Thane-I. The management is of the view no provision is made as this will not impact the financial statements.

** In the case of Custom duty, the contingent liabilities is on account of the "departmental" appeal filed by custom authorities, the company had in fact received the order in its favor, in the first appeal. Therefore the management of the company is of the view that the departmental appeal would be dismissed in favor of the company, hence the same is shown as a contingent liability and no provision is made as it will not impact the financial statements

*** In the case of TNVAT Liability, the company has filed appeal to the Sales Tax/VAT authorities. The management is in the view that the demands will be deleted and no provision is to be made as this will not impact the financial statements.

**** The company has filed an appeal against the said order, Commissioner Appeal GST Act Central Excise against the said claim, where the management of the company is sure that this claim will be nullified and the case shall be in favour of the company. In order to file the appeal the company has deposited 10% of the disputed liability under protest on 15-04-2025 amount to Rs.23.21 lakhs by way of debiting the GST Credit Register.

Sunil Industries Limited

Notes forming part of Standalone Financial Statements for the year ended 31st March, 2025

CIN : L99999MH1976PLC019331

(Currency: Amount in Lakhs)

56 Capital Commitments

Particulars

	As at 31st March, 2025	As at 31st March, 2024
Estimated amount of capital contracts remaining to be executed on capital account and not provided.	400.00	200.00

57 No proceedings were initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988.

58 Disclosure on transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961, is not applicable to the Company, since no such event occurred during the year.

59 Segmental Reporting

The Company is engaged only in Textile business and there are no separate reportable segments as per Ind AS 108.

60 Utilization of borrowed funds and share premium:

A)

The company has not granted/advance/invested funds in any entities or to any other person including foreign entities during the year with the understanding that the intermediary shall directly or indirectly lend or invest in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries).

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

B)

The company has not received any funds during the year from any person's/entities including foreign entities with the understanding that the company shall

a) Directly or indirectly lend or invest in any manner whatsoever by or on behalf of the funding entity (Ultimate beneficiaries).

b) Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

61 Relationship with Struck off Companies

There are no companies which are struck off in MCA.

62 Rule 11(g) of Companies (Audit and Auditors) Rules, 2014

The Company has used accounting softwares for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the softwares.

63 In the opinion of the Board :

i) The current assets, loans and advances will realise in the ordinary course of business, at least the amount at which these are stated in the Balance Sheet. The balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

ii) Provision for all known liabilities have been made.

64 The company has a spinning unit at Dindigul, Tamilnadu. The accounts of the Dindigul unit has been audited by B. Thiagarajan & Co. - Chartered Accountants.

Further, the Company has an sale Division in Surat, where separate financials has been prepared and has been audited by A.K. Adukia & Co. - Chartered Accountants.

65 Figures of previous year have been regrouped, rearranged, reclassified where ever necessary to make them comparable with that of current year.

For V.K.Beswal & Associates

Chartered Accountants

Firm Reg No.:101083W

CA Kunal V Beswal

Partner

Membership Number- 131054

Place : Mumbai

Date : 21-05-2025

For and on behalf of Board of Directors

Sunil Industries Limited

Vinod Lath

(Chairman & Managing Director)

(DIN:64774)

Pradeep Roongta

(CFO & WTD)

(DIN:130283)

Sourabh Sahu

Company Secretary