DONEAR® INDUSTRIES LTD.
Donear House, Plot No. A-50, Road No. - 1, MIDC., Andheri (E), Mumbai - 400 093.
Tel : 022 - 68348100 (Board Line) | Fax : 022 - 68348313
E: investor@donear.com / info@donear.com
Web: www.donear.com CIN : L99999MH1987PLC042076

Donear/SECD/SE/2026-27

September 1, 2026

To, **The Manager,** **Corporate Relations Department,** **BSE Limited** Phiroze Jeejeebhoy Tower, Dalal Street, Fort, Mumbai – 400 001 **Scrip Code: 512519**	**To,** **The Manager,** **Listing Department,** **National Stock Exchange of India Limited**, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 **Symbol: DONEAR**

Sub: Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Notice of 40th Annual General Meeting ("AGM") and Annual Report 2025-26.

Dear Sir/Madam,

The 40th AGM of the Company will be held on Saturday, 26th September, 2026 at 11.00 p.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015("SEBI Listing Regulations"), we are submitting herewith the Annual Report 2025-26 containing the Notice convening the 40th AGM for the financial year 2025-26 which is sent through electronic mode to the Members, who have registered their e-mail addresses with the Company/Depository Participants.

The Annual Report 2025-26 containing the Notice is also uploaded on the Company's website viz. www.donear.com

This is for your information and records.

Thanking You,

For Donear Industries Limited

Donear Industries Limited

Krishna Agrawal
Company Secretary and Compliance Officer

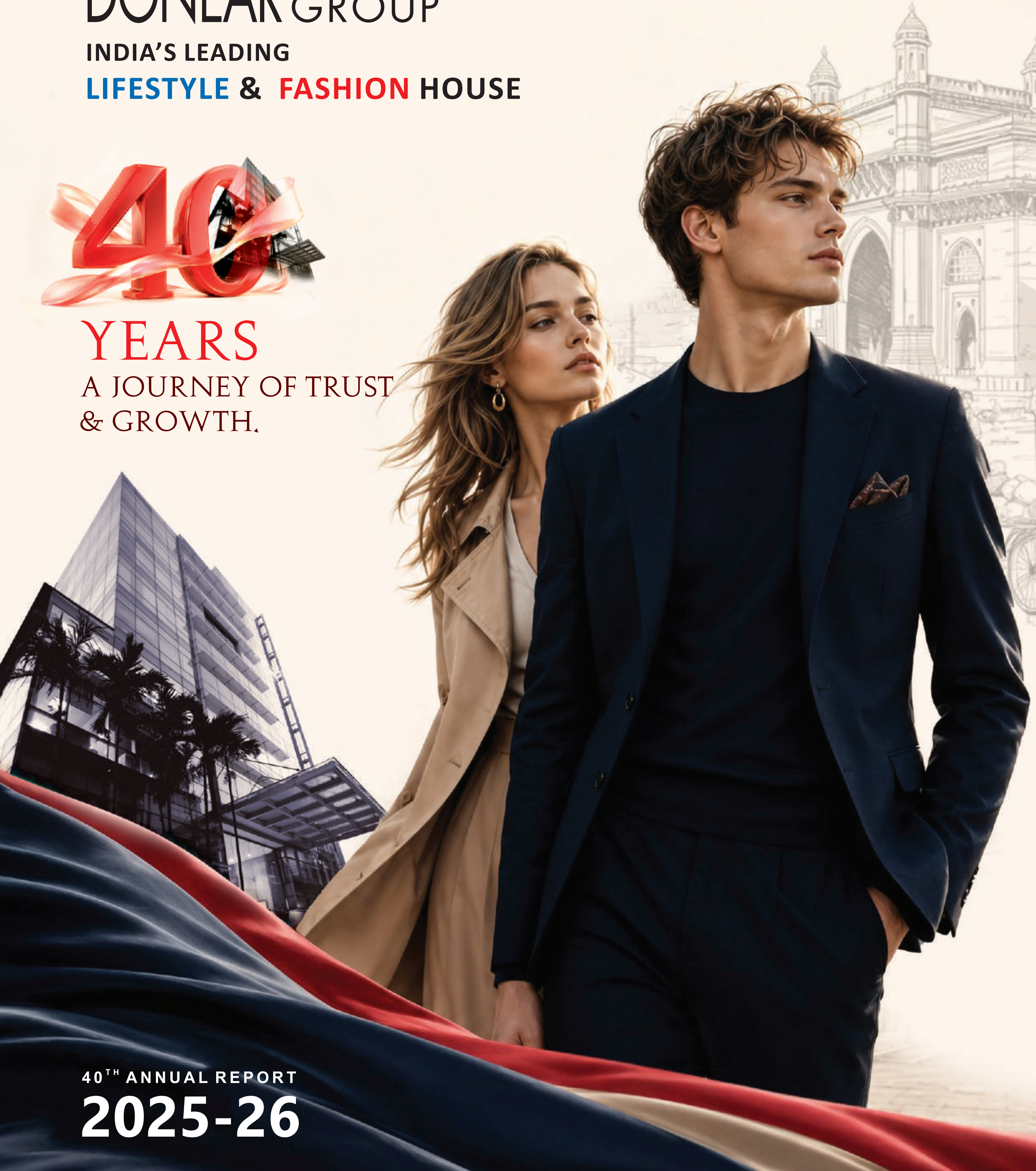
Encl: As above

DONEAR®
DONEAR INDUSTRIES LTD.

DONEAR® GROUP

INDIA'S LEADING
LIFESTYLE & FASHION HOUSE

40
YEARS
A JOURNEY OF TRUST & GROWTH.



40TH ANNUAL REPORT
2025-26

|| अतुलितबलधामं हेमशैलाभदेहं दनुजवनकृशानुं ज्ञानिनामग्रगण्यम्
सकलगुणनिधानं वानराणामधीशं रघुपतिप्रियभक्तं वातजातं नमामि ||

|| वक्रतुंड महाकाय सूर्यकोटी समप्रभः
निर्विघ्नं कुरु मे देव सर्वकार्येषु सर्वदा ||


AW.MW
ALL WEATHER.MACHINE WASHABLE
WOOL BLENDED FUTURE FABRIC
MARKETED IN INDIA BY
DONEAR®
ALL WEATHER.MACHINE WASHABLE
WOOL BLENDED FUTURE FABRIC
ADVANCED MOISTURE CONTROL
NEW AGE FIBRE
WRINKLE RESISTANT
FADE RESISTANT
BREATHABLE

Corporate Information

BOARD OF DIRECTORS

Mr. Rajendra Agarwal
Managing Director

Mr. Ajay Agarwal
Whole-Time Director

Mr. Kishorsinh Parmar
Executive Director

Mrs. Medha Pattanayak
Independent Director
(Ceased w.e.f. close of business hours of 25th September, 2025)

Mr. Govind Shrikhande
Independent Director
(Ceased w.e.f. close of business hours of 10th November, 2025)

Mrs. Harjeet Kaur Joshi
Independent Director
(Appointed w.e.f. 18th October, 2025)

Mr. Hemant Bharambe
Independent Director
(Appointed w.e.f. 11th November, 2025)

Mr. Aniruddha Deshmukh
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Ashok Agarwal

COMPANY SECRETARY

Mrs. Krishna Agrawal
(Appointed w.e.f. 26th September, 2025)

Mrs. Sejal Shah
(Ceased w.e.f. close of business hours of 14th August, 2025)

STATUTORY AUDITORS

M/s. M L Bhuwania & CO LLP, Chartered Accountants, Mumbai

SECRETARIAL AUDITORS

M/s. Yogesh Sharma & Co.
Practicing Company Secretaries Mumbai

BANKERS

State Bank of India
Indian Bank
Bank of Baroda
Yes Bank Limited
HDFC Bank Limited

WORKS / OFFICE

Balaji Fabrics
Jolwa Village, Palsana, Surat, Gujarat

Balaji Industries
Dockmandi, Amli Village, Silvassa, Dadra & Nagar Haveli

Laxmi Fab
Government Industrial Estate, Masat, Silvassa, Dadra & Nagar Haveli

Laxmi Garment Fabrics
Bhotika House, Peenya Industrial Area, Bangalore, Karnataka

CONTENTS	

CIN : L99999MH1987PLC042076

REGISTERED OFFICE
Donear House, 8th Floor, Plot No. A-50, Road No. 1,
MIDC, Andheri (East), Mumbai – 400 093
E-mail: investor@donear.com
Website: www.donear.com

REGISTRAR & SHARE TRANSFER AGENT
MUFG Intime India Private Limited
(Formely known as Link Intime India Private Limited)
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai, Maharashtra, 400083
E-mail: rnt.helpdesk@in.mpms.mufg.com
Website: https://in.mpms.mufg.com

NOTICE

NOTICE is hereby given that the the 40th (Fortieth) Annual General Meeting of the members of **Donear Industries Limited** ("the Company") will be held on Saturday, September 26, 2026 at 11:00 A.M.

ORDINARY BUSINESS:

Item no. 1 – Adoption of financial statements

To receive, consider and adopt the audited financial statements including the consolidated financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors ("the Board") and auditors thereon.

Item no. 2 – Declaration of dividend

To declare a final dividend of Rs.0.20/- per equity share for the financial year ended March 31, 2026.

Item no. 3 – To appoint a Director in place of Mr. Rajendra Agarwal (DIN : 00227233), who retires by rotation and being eligible, offers himself for re-appointment.

To re-appoint Mr. Rajendra Agarwal, the Managing Director of the company who retires by rotation and offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 - To ratify the remuneration payable to Cost Auditors of the Company for the Financial Year 2026-2027

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

"**RESOLVED THAT** pursuant to section 148 of Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 and other applicable provisions and rules made thereunder (including any statutory amendments or modifications or re-enactments thereof for time being in force) and pursuant to the recommendation of Audit Committee, the remuneration payable to M/s. Y. R. Doshi & Co., Cost Accountants, Mumbai (Membership No. 3286), appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the Financial year ending March 31, 2027, amounting to Rs. 125,000/- be ratified;

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regards."

Item No. 5 - To approve the Material Related Party Transaction with the GBTL Limited

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

"RESOLVED THAT pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the applicable provisions of the Companies Act, 2013 ("the Act") read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/arrangement(s) / transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement, with GBTL Limited ("GBTL"), a related party of Donear Industries Limited ("Company") on such terms and conditions as may be agreed upon between the Company and GBTL, for an aggregate value not exceeding Rs. 250 crore (Rupees Two Hundred and Fifty Crores only) for the Financial year 2026-2027, subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company;

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, expedient in order to give effect to this Resolution;

RESOLVED FURTHER THAT all actions taken by the Board, or by any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Special Business under Item No. 5 of the accompanying Notice is annexed hereto.

2. The Notice of the AGM along with the Annual Report for the Financial year ("FY") 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants / Registrar & Transfer Agent (RTA), unless any Member has requested for a physical copy of the same. The Notice and Annual Report FY 2025-26 is available on the following websites a) Company's website at https://donear.com/investor b) BSE Limited at www.bseindia.com c) National Stock Exchange of India Limited at www.nseindia.com and d) NSDL at https:/www.evoting.nsdl.com.

3. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM 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. [General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013, General Circular Nos. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars'). In compliance with the provisions of the Companies Act, 2013 ('the Act), the Listing Regulations and MCA Circulars.

4. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

5. Members whose e-mail IDs are not registered with the Company or Depository Participants may register the same on or before 5.00 p.m. (IST) on 18th September, 2026, to receive Notice of this AGM and Annual Report for FY 2025-26: a) Click on the URL: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and select 'Donear Industries Limited' from the drop down. b) Enter DP ID and Client ID (for shares held in electronic form) / Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, Mobile No. and e-mail ID. Then click on 'Continue' button. c) Enter the system generated One Time Password ("OTP") received on Mobile No. and e-mail ID, then click on "Submit" button. The request ID will be generated. E-mail ID registered is for limited purpose of sending the Notice and the Annual Report FY 2025-26.

6. Pursuant to the General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

7. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial St andard on General Meet ings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.donear.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

13. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/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 csymsharma@gmail.com with a copy marked to investor@donear.com / evoting@nsdl.co.in at least 48 hours before the commencement of AGM.

14. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No. 29 below.

15. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote.

16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company or before September 20, 2026 through email on investor@donear.com. The same shall be answered by the Company suitably.

17. The Registers as required under the Act and all documents referred to in the Notice shall be available for inspection by the members up to the date of this Annual General Meeting ('AGM'), on all working days, during business hours, at the Registered Office of the Company. Members who are interested in obtaining the said particulars may please write to the Company at investor@donear.com stating Folio no. / DP ID - Client ID.

18. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from 31st December, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

19. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are MUFG Intime India Private Limited having their office at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083 (hereinafter referred to as "Registrar/RTA"). Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company's Registrar & Transfer Agents by quoting their Folio number or their DP ID and Client ID number, as the case may be.

20. **'SWAYAM' - Investor Self-Service Portal**

During the year 2023-2024, the RTA of the Company has launched 'SWAYAM', Investor Self- Service Portal, designed exclusively for the Members serviced by the RTA of the Company.

'SWAYAM' is a secure, user-friendly web-based application, developed by "MUFG Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. Following are the key features and benefits of 'SWAYAM' Portal:

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
- A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

This application can be accessed at https://swayam.in.mpms.mufg.com/

21. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.

22. With effect from April 01, 2025, dividend to security holders (holding securities in physical form) shall be paid only through electronic mode. Such payment shall be made upon folio being KYC Compliant i.e., the PAN, contact details including mobile no., bank account details and specimen signature are registered with RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June 2024]

23. **Dividend:** Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members in respect of shares held in physical form as well as in respect of shares held in electronic form as per the details received from the depositories/ Registrar and Transfer Agent ("RTA") for this purpose as at the close of the business hours on Friday, September 18, 2026 (i.e. record date). The final dividend, once approved by the members in the 40th AGM will be paid on or after Saturday, September 26, 2026 within the stipulated time, electronically, through various online modes to those members who have updated their bank account details or through any other mode.

For members who have not updated their bank account details, the demand drafts/ warrants, etc. will be sent to their registered addresses. Further, to avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's RTA (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

24. **TDS on Dividend:** Dividend income is taxable in the hands of shareholders, and the Company is required to deduct Tax at Source (TDS) from such dividend paid to shareholders at the applicable rates prescribed by the Tax law in force. The applicable rate depends on the shareholder's residential status, availability of valid PAN, tax treaty benefits (in case of non-resident shareholders) & special exemptions, if any, and submission of all requisite details & documents to the Company.

Members are requested to provide the documents/ details to MUFG Intime India Private Limited within the time in order to enable us to determine the appropriate rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 2025.

25. Further, in order to receive the dividend in a timely manner and to get prevented from fraudulent encashment of dividend warrants, the Members are requested to provide/update details of their bank accounts indicating the name of the bank, branch, account number and the nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque/cancelled cheque, self-attested identity proof and address proof, for remittance of dividend through ECS/NEFT with RTA in respect of shares held in physical form by email at rnt.helpdesk@in.mpms.mufg.com. and with Depositories in respect of shares held in Demat form.

26. **IEPF:** The amount of dividend remaining unclaimed and unpaid for a period of seven years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, the Company has transferred the unclaimed and unpaid amount pertaining to the dividend upto the Financial Year 2018-19 to the IEPF Authority. The unclaimed or unpaid dividend which have already been transferred or the shares which are transferred, if any, can be claimed back by the Members from IEPF Authority by following the procedure given on IEPF website. Information in respect of such unclaimed and unpaid dividends when due for transfer to the said Fund is given below.

Members who have not encashed the dividend warrants/demand drafts so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2018-19 and thereafter, are requested to make their claim to RTA well in advance of the last dates for claiming such unclaimed and unpaid dividends as specified hereunder:

Dividend for the year	Date of Declaration	Due date for transfer to the IEPF
2018-2019	September 23, 2019	October 29, 2026
2019-2020	September 25, 2020	October 31, 2027
2020-2021	September 21, 2021	October 27, 2028
2021-2022	September 21, 2022	October 27, 2029
2022-2023	September 25, 2023	October 31, 2030
2023-2024	September 27, 2024	November 02, 2031
2024-2025	September 30, 2025	November 02, 2032

The details of unpaid dividend can be viewed on the Company's website at www.donear.com/investor. As per the provisions of Rule 6 of the Investor Education and Protection

Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, the Company will be transferring the share(s) of those beneficial owners who have not encashed any dividend during the last 7 (seven) years to the IEPF demat account as identified by the IEPF Authority. Details of Shareholders whose shares are liable to be transferred to IEPF are available at the Company website: www.donear.com/investor. The Shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents.

27. **Nomination:** As per the provision of Section 72 of the Companies Act, 2013, facility for making nominations is now available to individuals holding shares in the Company, Members holding shares in physical form may obtain the Nomination Form No SH-13 from the RTA of the Company. The prescribed forms, in this regard, is available on the website of the Company at www.donear.com/investor and on the website of the RTA at www.in.mpms.mufg.com. Further, Members holding shares in electronic form must approach their DPs for completing the nomination formalities.

    Further, member desires to opt out / cancel the nomination and to record a fresh nomination, requested to submit Form ISR-3 (in case of shares are held in physical form).

28. **Transfer of shares permitted in Demat Form only:** As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of transmission or transposition of securities. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize their shares held in physical form. In this regards, members are requested to make request in Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.

    Members are requested to get in touch with Company's RTA or any Depository Participant having registration with SEBI to open a Demat account. Members may also visit web site of depositories viz. National Securities Depository Limited *viz.* https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited *viz.* www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

29. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat account(s). Members holding shares in physical form should submit their PAN to the Company's Registrar and Share Transfer Agent/ Company.

30. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, quoting their folio number.

31. **Electronic Dispatch of Notice and Annual Report:** In compliance with the MCA and SEBI Circulars, Notice of the the 40th AGM along with the Annual Report for Financial Year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / RTA, as applicable, up to the cut-off date i.e. Friday, August 28, 2026. A copy of this Notice along with the Annual Report for Financial Year 2025-26 is uploaded on the Company's website www.donear.com/investor, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.

32. Members who have not registered their E-mail Ids so far are requested to register the same with DP/RTA for receiving all the communications including Annual Reports, Notices etc. electronically. The Company through its RTA has enabled a following process for same:

    a. **Registration of email ID for shareholders holding physical shares:**

       Members of the Company holding Equity Shares of the Company in physical form and who have not registered their email addresses may get their email addresses registered with RTA, MUFG Intime India Private Limited, by clicking the link at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their website **www.in.mpms.mufg.com** at the Investor Services tab by choosing the email/ bank registration heading and follow the registration process as guided therein. Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and email ID and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

    b. **For temporary registration for demat shareholders:**

       Members of the Company holding Equity Shares of the Company in demat form and who have not registered their email addresses may temporarily get their email addresses registered with MUFG Intime India Private Limited by clicking the link at https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their website **www.in.mpms.mufg.com** at the Investor Services tab by choosing the email registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID/ Client ID, PAN, mobile number and email ID. This email ID will be used for sending annual report, notices for general meetings and other corporate communications as permitted.

33. The remote e-voting period begins on Wednesday, September 23, 2026 at 09:00 A.M. and ends on Friday, September 25, 2026 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. Friday, September 18, 2026 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 Friday, September 18, 2026.

    The details of the process and manner for remote e-voting are explained herein below:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	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 App Store Google Play
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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.

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

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

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

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

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

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

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.

2. Select "EVEN" of company which is **"141570"** 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 csymsharma@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR Card) by email to investor@donear.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 investor@donear.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investor@donear.com before 22nd September, 2026. Those Members who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM.
7. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

i. The remote e-voting period commences on Wednesday, September 23, 2026 (9.00 a.m. IST) and ends on Friday, September 25, 2026 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Friday, September 18, 2026 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on Friday, September 18, 2026 i.e. cut-off date.

iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the Login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

iv. Mr. Yogesh Sharma, Practicing Company Secretary (Membership No. FCS 11305, C.P No.: 12366) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

v. The Scrutinizer shall, after conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or person authorised by him who shall countersign the same and declare the results of the voting forthwith.

vi. The Results will be declared within 48 hours of conclusion of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.donear.com and on the website of NSDL www.evoting.nsdl. com immediately. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors
For **Donear Industries Limited**

Rajendra Agarwal
Managing Director
DIN: 00227233

Place: Mumbai,
Date: August 14, 2026

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

The Board of Directors, at its Meeting held on May 30, 2026, upon the recommendation of the Audit Committee, approved the appointment of M/s. Y. R. Doshi & Co., Cost Accountants, Mumbai (Membership No. 3286), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2027, at a remuneration of Rs. 1,25,000/- (Rupees One Lakhs Twenty Five Thousand only) (plus Goods and Services Tax and reimbursement of out of pocket expenses).

M/s. Y. R. Doshi & Co., Cost Accountants, have the necessary experience in the field of cost audit and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Pursuant to Section 148 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

None of the Directors, Key Managerial Personnel 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.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No. 5:

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations"), as amended, any transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs), which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on the one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Details of the proposed RPTs between the Company and GBTL Limited ("GBTL") including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No	Description	Details of Proposed RPT between Company and GBTL
1.	Name of the Related Party and its relationship with the Company	GBTL Limited ("GBTL"), Part of Promoter Group.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Related Director(s) : 1. Mr. Rajendra Vishwanath Agarwal: Chairman, Managing Director & Promoter of the Company and GBTL and 2. Mr. Ajay Vishwanath Agarwal: Whole-Time Director & Promoter of the Company and GBTL;
3.	Nature, Type, material terms, monetary value and particulars of the proposed RPTs	Transactions in the nature of purchase/Sale/ Supply of Goods, property; & Other Services for an amount not exceeding in aggregate Rs. 250 (Two Hundred and Fifty Crores) for the Financial year 2026-27. These transactions are in the ordinary course of business and are on an arm's length basis.
4.	Percentage of the Company's annual consolidated Turnover	27.50% (for RPTs to be entered during FY 2026-27)
5.	Value of Transaction	Not exceeding Rs. 250 (Two Hundred and Fifty) Crores
6.	Justtification for the proposed RPTs	Proposed RPTs are aimed to reduce operational costs; ensure consistent supply of materials required by each of the entities and thereby mutually benefiting each of the entities. The transactions will be purely on day-to-day commercial business requirements at a prevailing market price. The Members may note that entering into RPTs is a common practice amongst Companies to optimize synergies. They allow sharing of resources including material, capacity etc. and serve the best interest of Members of such Companies, as long as the same are done on an arm's length basis and in the ordinary course of business to enhance Shareholder value. The Company will benefit from such transactions with GBTL and hence, the Material RPTs are recommended for approval of the Members.

7.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its Related Party	Not Applicable
8.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
9.	Any other information that may be relevant	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 forming part of this Notice.

DIRECTOR'S REPORT

Dear Members,

Your directors present the 40th (Fortieth) Annual Report of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2026.

Financial Performance

The financial performance of the Company is as follows: (Rs. in Laks)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from operations	91,247.46	91,369.78	91,247.46	91,369.78
Other income	1,604.83	727.91	1,604.83	727.91
Total Revenue	**92,852.28**	**92,097.69**	**92,852.28**	**92,097.69**
Profit before Depreciation and Amortisation expenses, Finance Costs and Tax expenses	10,373.95	8,997.29	10,373.95	8,997.29
Less: Depreciation and Amortisation expense	1,397.33	1,311.03	1,397.33	1,311.03
EBIT	8,976.62	7,686.26	8,976.62	7,686.26
Less: Finance costs	3,047.53	3,223.25	3,047.53	3,223.25
Profit before tax	5,929.08	4,463.02	5,929.08	4,463.02
Less: Tax expenses	1,582.65	1,274.20	1,582.65	1,274.20
Profit after tax	**4,346.44**	**3,188.82**	**4,343.20**	**3,186.79**
Other Comprehensive Income	(21.04)	(67.66)	(21.04)	(67.66)
Total Comprehensive Income	4,325.39	3,121.16	4,322.15	3,119.13
Earning per Equity Share of Face Value of Rs.2/- each				
Basic and diluted	**8.36**	**6.13**	**8.35**	**6.13**

Review of Financial Performance

The total standalone revenue from operations for Financial Year 2025-26 was ₹ 92,852.28 Lacs as compared to ₹ 92,097.69 Lacs in previous Financial Year. During the Financial Year the Company earned a Standalone profit before tax of ₹ 5,929.08 Lacs against Profit of ₹ 4,463.02 Lacs in the Previous Year.

The Standalone Net Profit after tax for the Financial Year was ₹ 4,346.44 Lacs against Profit of ₹ 3,188.82 Lacs reported in the Previous Year.

The Consolidated revenue from operations for Financial Year 2025-26 was ₹ 92,852.28 Lacs and Consolidated Net Profit after tax for the Financial Year was ₹ 4,343.20 Lacs.

There have been no material changes and commitments affecting the financial position of the Company which have occurred between end of the financial year and the date of this report. Their remains no change in the nature of the business of the Company as well.

Dividend

The directors of the Company at its Board meeting held on May 30th 2026, has recommended a dividend of ₹ 0.20 (10%) per Equity share of ₹ 2.00 each for the financial year ended March 31, 2026, subject to the approval of members of the Company at the ensuing Annual General Meeting (AGM).

The dividend, if approved by the members would entail a gross outflow of ₹ 104 Lacs for the Financial Year 2025-2026 and it will be taxable in the hands of the shareholders of the Company.

In consonance with the provisions of regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") pertaining to formulation of a Dividend Distribution Policy (DDR), the Company falls out of the ambit of the regulations and therefore, is not required to formulate a policy. Thus, the Company after maintaining a balance between profit retention and a fair, sustainable and consistent distribution of profits among its members, declared the dividend.

Transfer to General Reserve

The Board of Directors of the Company has decided not to transfer any amount to general reserves or to any such reserves during the year.

Subsidiary / Associate / Joint Venture Companies

Neo Stretch Private Limited (NSPL) became an associate Company of Donear Industries Limited with effect from March 16, 2024 when the Company acquired 2,200 Equity Shares of ₹ 10/- each representing 22% paid up equity share capital of NSPL. The paid up capital of NSPL was increased to Rs. 30,01,00,000 /- during the year 2024, rendering in increasing the number of shares held by Donear from 2,200 equity shares to 66,02,200 shares i.e, 22% of the paid up capital. NSPL is yet to start its commercial operations till the preparation of this report.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, a statement containing salient features of financial statements of subsidiaries, associates and joint venture companies in Form AOC-1 is attached to the report as **Annexure D**.

Issue of equity shares

During the year under review, the Company has not issued any equity shares and therefore there is no change in the issued or paid-up share capital of the Company. There is no issuance of equity shares with differential voting rights.

Credit Rating

The Company has obtained ratings from India Ratings and Research Private Limited. They did revise the outlook on Donear Industries Limited from Negative to Positive while affirming the Long-Term Issuer Rating at 'IND BBB+/Stable'.

The detailed credit rating instrument is outlined in Corporate Governance Report which is a component of Annual Report.

Director's Responsibility Statement

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

a) In preparation of the annual accounts for the financial year ended 31st March, 2026 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) They have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) They have prepared the annual accounts on a going concern basis;

e) They have laid down internal financial controls, which are adequate and are operating effectively;

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

Directors and Key Managerial Personnel

Appointment(s)

During the year under review, Mrs. Harjeet Kaur Joshi (DIN: 07085755) was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 18th October, 2025. In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto and the applicable SEBI Listing Regulations, Mrs. Harjeet Kaur Joshi was appointed as Non-Executive, Independent Woman Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18th October, 2025 to 17th October, 2030. A Special Resolution seeking Member's approval for her appointment is being sought through Postal Ballot Process and resolution was passed on 27th November, 2025 , being last date of remote e-voting. In the opinion of the Board, Mrs. Harjeet Kaur Joshi is a person of integrity and fulfils requisite conditions as per applicable laws and is independent of the management of the Company.

Mr. Hemant Bharambe (DIN: 05154422) was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 11th November, 2025. In accordance with the provisions of Section 149 of the Act read with Schedule IV thereto and the applicable SEBI Listing Regulations, Mr. Hemant Bharambe was appointed as Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 11th November, 2025 to 10th November, 2030. A Special Resolution seeking Member's approval for his appointment is being sought through Postal Ballot Process and resolution was passed on 27th November, 2025, being last date of remote e-voting. In the opinion of the Board, Mr. Hemant Bharambe is a person of integrity and fulfils requisite conditions as per applicable laws and is independent of the management of the Company.

Mrs. Krishna Agrawal was appointed as a Company Secretary and Compliance Officer of the Company based on the recommendation of the Nomination and Remuneration Committee and approval of board of Directors, with effect from September 26, 2025.

Cessation(s)

During the year under review, Mrs. Medha Pattanayak (DIN: 07157952) ceased to be Independent Director of the Company, with effect from the close of business hours on 25th September, 2025 upon completion of her second term of appointment.

Mr. Govind Shrikhande (DIN : 09692520) ceased to be an Independent Director of the Company, with effect from the close of business hours on 10th November, 2025, upon completion of his term.

After the closure of the financial year 2024-2025, Mrs. Aparna Chaturvedi, one of the Independent Director of the Company has tendered her resignation from the position vide letter dated May 29th 2025 due to her personal commitments and other professional responsibilities and the same has been accepted and noted by Board of Directors of the Company with effect from close of Business hours on 29th May 2025. Mrs. Aparna Chaturvedi has also confirmed that there is no other material reasons for her resignation.

It is to be noted that CS Sejal Shah resigned from the post of Company Secretary and Compliance officer with effect from August 14, 2025 which was duly noted by the Board of Directors with effect from the close of business hours on the same day.

Key Managerial Personnel

In consonance with the provisions of Section 2(51) and 203 of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the Key Managerial Personnel of the Company:

- Mr. Rajendra Agarwal, Managing Director
- Mr. Ajay Agarwal, Whole-time Director
- Mr. Ashok Agarwal, Chief Financial Officer and
- Mrs. Krishna Agrawal, Company Secretary and Compliance Officer

Independent Director(s)

Mrs. Harjeet Kaur Joshi, Mr. Hemant Bharambhe and Mr. Aniruddha Deshmukh, Independent Directors, hold office for their respective term. They are not liable to retire by rotation pursuant to section 152(6) of the Act.

The Company has received declarations from all the Independent Directors of the Company confirming that each of them meet the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Rules made thereunder and are independent of the management and also possess the requisite integrity, experience, expertise, proficiency and qualifications.

There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors of the Company have undertaken requisite steps towards the renewal of their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualifications of Directors) Rules, 2014.

During the year under review, the Board has also identified the list of core skills, expertise and competencies of the Board of Directors as are required in the context of the business and sector applicable to the Company and mapped with each of the Directors on the Board. The same is disclosed in the Report of Corporate Governance forming part of the Annual Report.

Annual Evaluation of Board Performance and Performance of its Committees and of Directors:

Pursuant to the provisions of the Act and Listing Regulations, the Board of Directors has carried out an annual evaluation of performance of its own, the Committees thereof and the Directors.

The Nomination and Remuneration Committee, in order to facilitate the performance evaluation process, laid down the evaluation criteria for the performance of Executive / Non-Executive / Independent Directors, Chairman of the Board, Committees and the Board as a whole and approved specific evaluation forms.

These forms were circulated to each of the Director, as applicable, and Directors were requested to provide their valuable feedbacks and suggestions on the overall functioning of the Board and its Committees. Accordingly, Directors submitted their feedbacks on various parameters such as composition, manner of circulating agenda for meetings, participations, frequency of meetings, timeliness and accuracy of information, infrastructure for effective deliberations, flow of information between Board and Management, contribution towards corporate performance, internal control, management information system, etc.

The performance of individual directors was evaluated on the basis of parameters such as engagement, leadership, analysis, knowledge and skills, quality of decision making, interactions, ethics and integrity, willingness to devote time and efforts, corporate governance, relationships with stakeholders, relationships with Management, contribution, attendance, independent judgment, etc.

The Independent Directors at their separate meeting held on February 09, 2026, reviewed the performance evaluation of Non-Independent Directors, the Board as a whole, the Chairperson of the Board after taking into account the views of Executive Directors and Non-Executive Directors of the Company and also assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

Policy on Director's Remuneration

The Company has curated remuneration policy for the Directors, Key Managerial Personnel, Senior Management Personnel and other employees. The policy is designed on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors from time to time. The policy can be availed at Company's website at www.donear.com/investor and is also disclosed in the Corporate Governance Report which forms the part of the Annual Report.

Number of Meetings of the Board

There were 6 (Six) meetings held of Board of Directors of the Company in financial year 2025-2026. The details of such meetings and attendance of directors are outlined in the Corporate Governance Report which is the component of Annual Report.

Committees of the Board

There is constitution of the following committees by the Board of Directors, viz:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholder Relationship Committee
4. Corporate Social Responsibility Committee
5. Independent Directors Committee

The details of such Committees including their composition, number of meetings held, attendance and terms of reference as required under provisions of the Act and Listing Regulations are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

There remain no instances where the Board had not accepted any of the recommendations of the Audit Committee.

Auditors and Auditor's Report

Statutory Auditors

The Members of the Company on Thirty Ninth Annual General Meeting of the Company held on September 30, 2025, approved the appointment of M/s. M L Bhuwania & CO LLP, Chartered Accountants (Firm Registration No. 101484W/W100197), as Statutory Auditors of the Company for the first term to hold office from the conclusion of the Thirty Ninth Annual General Meeting till the conclusion of forty fourth AGM to be held in the year 2030.

The Audit Report certifying the financial statements of the Company for the Financial year ended March 31, 2026 is outlined in the Corporate governance Report forming a part of this Annual Report. The Report is without any qualification, reservation, adverse remark or disclaimer.

A total fee of ₹ 10.52 Lacs for statutory audit (including out of pocket expenses) and ₹ 1.14 Lacs for other services was paid to M/s. M.L. Bhuwania & Co. LLP, Statutory Auditor of the Company.

Secretarial Auditors

Pursuant to Section 204 of The Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of Listing Regulations, the Company is required to conduct the secretarial audit of the Company for which M/s. Yogesh Sharma & Co., Practicing Company Secretaries (Membership No. F11305 / Certificate of Practice No. 12366) was appointed as Secretarial Auditor.

The Secretarial Audit Report for the Financial Year 2025-26 is marked and attached herewith as **Annexure A**. Their Audit Report confirms that the Company has complied with applicable provisions of the Act and the rules made thereunder, Listing Regulations, other SEBI Regulations and laws applicable to the Company and that there remains no non-compliance.

Cost Auditors

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, the Company is required to maintain cost records and accordingly, such accounts are prepared and records have been maintained relating to Textile Division every year.

The Board of Directors, on the recommendation of the Audit Committee has re-appointed M/s. Y. R. Doshi & Co., (Firm Registration No. 000003), Cost Accountants, Mumbai, as Cost Auditors for undertaking Cost Audit for the Financial Year ending March 31, 2027. The Company has received their written consent and confirmation that the appointment will be in accordance with the applicable provisions of the Act and rules framed thereunder.

The remuneration payable to Cost Auditors has been approved by the Board of Directors on the recommendation of the Audit Committee and in terms of the Act and Rules therein. A resolution seeking member's approval for ratification of remuneration payable to Cost Auditor forms part of the Notice convening Annual General Meeting.

Reporting of frauds by Auditors

During the year, the Statutory Auditors, the Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit committee under section 143(12) of the Companies Act, 2013.

Significant and Material Orders

No significant and material orders was passed by any regulators, courts or tribunals impacting the going concern status of the Company and its operations in future.

Corporate Social Responsibility (CSR)

Pursuant to the requirements of Section 135 of the Companies Act, 2013, the Company has constituted a Corporate Social Responsibility ("CSR") Committee as the CSR expenditure exceeds 1 Crore in the current financial year. The composition and terms of reference of the CSR Committee are detailed in the Corporate Governance Report forming part of this Annual Report.

The brief outline of the CSR Policy of the Company and the initiatives undertaken by the Company to contribute towards CSR during the financial year 2025-2026 are set out in a report in the format prescribed in Companies (Corporate Social Responsibility Policy) Rules, 2014, which is marked and herewith attached as **Annexure B** to this Report.

Deposits from Public

The Company has not accepted any deposits from the public as defined under Chapter V of the Act and as such, no amount on account of principal or interest on deposits from public was outstanding as on March 31, 2026.

Corporate Governance Report

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the Company is required to prepare a Corporate Governance Report detailing the mechanisms of governance in the organisation. The same forms a part of Annual Report.

In accordance with Regulation 17 to 27 of Listing Regulations, a certificate from Statutory Auditor of the Company regarding the compliance with the regulations and applicable provisions of Listing Regulations, is annexed to the Corporate Governance Report forming a part of this Annual Report.

Particulars of Employees

Section 197(12) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 requires a Company to disclose the details regarding the remuneration of the employees. The information pertaining to remuneration and other details thereof are marked and attached as **Annexure C**, which is part of this Report.

Secretarial Standards

During the year under review, the Company has complied with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') in terms of Section 118(10) of the Act.

Disclosure Requirements

Details of familiarization programs for Independent Directors are available on the website of the Company at www.donear.com/investor.

Policy for determining Materiality of Events of the Company is available on the website of the Company at www.donear.com/investor.

Policy for archival of documents of the Company is available on the website of the Company at www.donear.com/investor.

The code of conduct for Directors and senior management of the Company is available on the website of the Company at www.donear.com/investor.

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

Vigil Mechanism / Whistle Blower Policy

Principle of fairness, transparency, accountability and responsibility aligned with best management practices and ethical values outlines the essence of Company's philosophy.

Keeping in view of the same, the Company has framed a Vigil Mechanism/Whistle blower policy for its Stakeholders to report genuine concerns that could have serious and material impact on the operations and performance of business of the Company.

The policy curated aims to provide adequate safeguards against victimization of directors, employees and other stakeholders who use this policy / mechanism and contains the provision of direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

This policy is available on the website of the Company at www.donear.com/investor.

Disclosure under the Sexual Harassment of Women at workplace (prevention, prohibition and redressal) Act, 2013

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act"), the Company has constituted Sexual Harassment Internal Complaints Committee, chaired by Head of Human Resource Department who is given the responsibility of creating awareness among the female staff on sexual harassment of women at workplace.

All Women employees whether contractual, permanent or temporary, were made aware of appropriate ways and methods of approaching and responding to sexual harassment concerns and incidents. Further, they were made aware of the present laws protecting them against any sexual abuse and were motivated to share any incident/instances which seem suspicious and harmful to them relating to their safety.

Complying with the laws, the Company has registered their Internal committee on She-Box Portal of the government. The annual report of financial year 2025-26 detailing the composition of committee and the complaints received is duly uploaded on the portal. During the year under review, there were no cases reported to the Board. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 [14 of 2013] and the details required under section 134 are as follows –

a) number of complaints of sexual harassment received in the year - 0

b) number of complaints disposed off during the year - 0

c) number of cases pending for more than ninety day – 0

The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

Pursuant to financial year 2025-2026, there were no applications made by the Company with respect to invoking proceedings under Insolvency and Bankruptcy Code (IBC), 2016. It is to be noted that no proceedings are invoked against the Company under the Code and hence there remains no pending proceeding under the Code during the year.

A statement on compliance with the provisions relating to the Maternity Benefits Act, 1961.

The Company has complied with the provisions of the Maternity Benefits Act, 1961.

Disclosure on One Time Settlement

During the year under review, the Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

Particulars of Loans, Guarantees and Investments

During the year under review, the Company has not made any investment. Further, the Company has not given any loans or corporate guarantee or provided any security during the year.

Risk Management Committee

In accordance with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, the Company is not required to constitute a Risk Management Committee as the Company falls out of top 1000 listed entities based on market capitalisation. However for better transparency, the Company has constituted a Risk Management Committee to identify, manage and control the risks exposed to the Company. The details of risk management policy, control measures are discussed in the Management and Discussion Analysis.

Particulars of Contracts or Arrangements with Related Parties

In accordance with Section 134(3)(h) of the Act, and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of the contracts or arrangements with related parties referred to in Section 188(1) of the Act, in Form AOC-2, is attached as **Annexure E** to this Board's Report. All contracts and arrangements with related parties were at arm's length and in the ordinary course of business of the Company.

The contracts/ arrangements /transactions with the related parties are necessary in the ordinary course and have a significant role in the Company's operations.

Moreover, the Company has formulated a Policy on Related Party Transactions which is available on the website of the Company at www.donear.com/investor.

Disclosure of transactions with related parties as required under Listing Regulations and the applicable Accounting Standards is given in the relevant note forming part of the Financial Statements.

Particulars Regarding Conservation of Energy, Technology absorption and Foreign Exchange Earnings and outgo

The particulars as required under Section 134(3)(m) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014, relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, are marked and attached as **Annexure F** to this report.

Investors Education and Protection Fund ("IEPF")

The disclosure regarding amount of unclaimed/unpaid dividend and corresponding shares transferred to the IEPF and other related details are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

Annual Return

Pursuant to the provisions of Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return of the Company for the Financial Year ended March 31, 2026 is uploaded on the website of the Company and can be accessed at www.donear.com/investor.

Appreciation

The Board of Directors place on record sincere gratitude and appreciation for all the employees of the Company. Our consistent growth was made possible by their hard work, solidarity, cooperation, and dedication during the year.

The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board of Directors

Rajendra Agrawal	**Ajay Agrawal**
Managing Director	**Whole- Time Director**
DIN: 00227233	DIN: 00227279

Place: Mumbai
Date : August 14, 2026

Annexure A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

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

To,
The Members,
DONEAR INDUSTRIES LIMITED
Donear House, 8th Floor,
Plot No. A - 50 Road No. 1,
MIDC, Andheri (East),
Mumbai 400093

I have conducted the Secretarial Audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by **M/s. DONEAR INDUSTRIES LIMITED** having **CIN: L99999MH1987PLC042076** (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Auditor's responsibility

My responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. I have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31st, 2026 (hereinafter called the 'Audit Period') generally 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March 2026 according to the provisions of

I. The Companies Act, 2013 ('the Act') and the rules made thereunder;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (**Overseas Direct Investment and External Commercial Borrowings is Not Applicable to the Company during the Audit period)**;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Audit period)**

   (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the Audit period)**

   (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the Audit period)**

   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;

   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable to the Company during the Audit period)**

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

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, ("LODR Regulation")

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

During the financial year, the Company was not in compliance with the provisions of Regulations 17(1)(a), 17(1)(b), 17(1)(c), 19(1)(a), 19(1)(c), 20(2) and 20(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the period from September 26, 2025 to October 17, 2025, owing to the cessation of tenure of an Independent Director. Consequently, there was a temporary shortfall in the prescribed composition of the Board of Directors, including the requirement relating to Independent Directors, Woman Director, minimum number of Non-Executive Directors and the minimum Board strength. The composition of the Nomination and Remuneration Committee and the Stakeholders' Relationship Committee was also not in conformity with the applicable provisions of the SEBI (LODR) Regulations, 2015 during the aforesaid period. The Company subsequently reconstituted the Board and the Committees with effect from October 17, 2025, thereby restoring compliance with the applicable provisions.

I further report that, with regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with:

1. Factories Act, 1948
2. Water (Prevention and Control of Pollution) Act, 1974
3. Air (Prevention and Control of Pollution) Act, 1981
4. Environment Protection Act, 1986

I further report that, subject to the observation stated above regarding the temporary non-compliance in the composition of the Board during the period from September 26, 2025 to October 17, 2025, the Board of Directors of the Company was duly constituted with an appropriate balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and LODR Regulations.

Adequate notice was given to all Directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance. 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.

All the decision in the board meetings and committee meetings are carried out unanimously as recorded in the minutes of the meeting of Board of Directors or committee of the Board, as the case may be.

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.

I further report that during the audit period, the Company has not undertaken any specific events/ actions that can have a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

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

For Yogesh Sharma & Co.,
Practicing Company Secretary

Yogesh M. Sharma
Proprietor
FCS No: 11305
COP No: 12366
UDIN: F011305H001061453

Place: Mumbai
Date: August 14, 2026

Annexure – B

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FINANCIAL YEAR ENDED 31ST MARCH, 2026

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Companies (Corporate Social Responsibility) Rules, 2021]

1. Brief outline on CSR Policy of the Company:

The CSR initiatives of the Company are either undertaken as projects or programmes or activities, whether new or ongoing, or by way of providing donations, contributions or financial assistance to such projects or to other companies or entities undertaking such CSR projects, as may be permitted under the Companies Act, 2013 read with applicable rules prescribed thereunder and which are in line with CSR Policy of the Company.

The Policy outlines the Company's responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking activities for welfare and sustainable development of the community at large.

The core element of CSR is the continuing commitment by business to ethical principles, protection of human rights, care for the environment while improving the quality of life of all the stakeholders including the local community and society at large.

2. Composition of CSR Committee:

In pursuant to the Section 135 of the Companies Act, 2013 read with CSR Rules, 2014, the Company has constituted a CSR Committee comprising of the following -

Name of Director	Designation	Position	No. of Meetings	
			Held	Attended
Mr. Hemant Bharambe	Non-Executive and Independent Director	Chairperson	1	1
Mr. Rajendra Agarwal	Managing Director	Member	1	1
Mr. Ajay Agarwal	Whole-Time Director	Member	1	1

3. The web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed : www.donear.com/investor

4. The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. : Not Applicable

5. **(a)** Average net profit of the Company as per section 135 (5). : ₹ 4,906.24 Lacs

   (b) Two percent of average net profit of the Company as per section 135 (5). : ₹ 98.12 Lacs

   (c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years. : Not applicable

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

   (e) Total CSR obligation for the financial year [(b)+(c)-(d)]. : ₹ 98.12 Lacs

6. **(a)** Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). ₹ 100.00 Lacs

   (b) Amount spent in Administrative Overheads Nil

   (c) Amount spent on Impact Assessment, if applicable. Nil

   (d) Total amount spent for the Financial Year [(a)+(b)+(c)]. ₹ 100.00 Lacs

   (e) CSR amount spent or unspent for the Financial Year ₹ 100.00 Lacs

<table>
<tr><th rowspan="3">Total Amount Spent for the Financial Year.
(₹ in Lakhs)</th><th colspan="5">Amount Unspent : Not Applicable</th></tr>
<tr><th colspan="2">Total Amount transferred to Unspent CSR Account as per section 135(6)</th><th colspan="3">Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.</th></tr>
<tr><td>Amount</td><td>Date of transfer</td><td>Name of the Fund</td><td>Amount</td><td>Date of transfer</td></tr>
<tr><td></td><td colspan="5">NA</td></tr>
</table>

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

Sl. No.	Particular	Amount (₹ in Lakhs)
1.	Two percent of average net profit of the Company as per Section 135(5)	98.12
2.	total amount spent for the Financial Year	100.00
3.	excess amount spent for the Financial Year [(ii)-(i)]	1.88
4.	surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
5.	amount available for set off in succeeding Financial Years [(iii)-(iv)]	1.88

7. **Details of unspent Corporate Social Responsibility amount for the preceding three financial years:** Not applicable.

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No.

   The Company has not directly created or acquired any capital asset through CSR spent during the financial year ended March 31, 2026. All CSR expenditure has been done through the implementing agencies.

9. **Specify the reason(s), if the Company has failed to spend two percent of the average net profit as per Section 135(5)**: Not applicable.

For and on behalf of the Board of Directors

Rajendra Agarwal
Managing Director
DIN: 00227233

Hemant Bharambe
Chairperson of CSR Committee
DIN: 07157952

Place: Mumbai
Date: May 30, 2025

Annexure C

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I. The ratio of the remuneration of each Director to the Median Remuneration of the Employees ("**MRE**") of the Company and the percentage increase in remuneration of each Director and Key Managerial Personnel ("**KMP**"), for the Financial Year 2025-26 are as under:

Name and Designation	Increase in Remuneration (%)	Ratio of remuneration of each Director to MRE
Managing Director:		
Mr. Rajendra Agarwal	16%	8.4
Whole-Time Director:		
Mr. Ajay Agarwal	2%	3.9
Executive Director:		
Mr. Kishorsinh Parmar	7.91%	5.2
Independent Director:		
Mrs. Medha Pattanayak	N.A.	N.A.
Mr. Govind Shrikhande	N.A.	N.A.
Mr. Aniruddha Deshmukh	N.A.	N.A.
Key Managerial Personnel:		
Mr. Ashok Agarwal (Chief Financial Officer)	10.33%	10.3
*Mrs. Krishna Agrawal (w.e.f. 26.09.2025)	100%	0.9
**Ms. Sejal Shah (Company Secretary up to 14.08.2025)		

***Mrs. Krishna Agrawal is appointed as Company Secretary & Compliance Officer w.e.f. 26th September, 2025.**

**** Ms. Sejal Shah has resigned from the post of Company Secretary &Compliance officer w.e.f 14th August, 2025.**

Note:- N.A. - Not Applicable as only sitting fees is payable to Independent Director.

II. The increase in Median Remuneration of the Employees in the financial year 2025-26, as compared to the financial year 2024-25 was -51.25% ;

III. There were 2,883 permanent employees on the rolls of the Company as on March 31, 2026.

IV. Average percentage increase in the salaries of employees other than the managerial personnel for the Financial Year 2025-26 was in the range of 8 - 9 %.

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

For and on behalf of the Board of Directors

Rajendra Agarwal	**Ajay Agarwal**
Managing Director	**Whole-Time Director**
DIN: 00227233	DIN: 00227279

Place: Mumbai
Date: August 14, 2026

Annexure - D

FORM NO. AOC. 1

(Pursuant to first proviso to Sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries / Associate companies /joint ventures

Part "A": Subsidiaries

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Subsidiaries:

The Company does not have any Subsidiaries.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

S. No.	Particulars		Neo Stretch Private Limited	Neo Stretch Private Limited
1	Reporting Period		**2025-26**	**2024-25**
2	Share Capital		3,001.00	3,001.00
3	Reserves and Surplus		(25.59)	(10.85)
4	Total Assets		10,089.20	8,273.38
5	Total Liabilities		7,114.89	5,283.23
6	Investments		-	-
7	Turnover		-	-
8	Profit / (Loss) before Taxation		(13.64)	(9.22)
9	Tax (expense)/reversal		-	-
10	Profit & Loss after Taxation		(14.74)	(9.22)
11	Proposed Dividend			-
12	**% of Shareholding**	**No. of Shares Holding**	**% of holding**	**% of holding**
	GBTL Limited	23407798	78.00	78.00
	Donear Industries Limited	6602200	22.00	22.00
	Rajendra Vishwanath Agarwal (Nominee of GBTL Limited)	1	0.00	0.00
	Ajay Vishwanath Agarwal (Nominee of GBTL Limited)	1	0.00	0.00
	Total	30010000	100.00	100.00

For and on behalf of the Board of Directors

Rajendra Agarwal	**Ajay Agarwal**
Managing Director	**Whole-Time Director**
DIN: 00227233	DIN: 00227279

Place: Mumbai
Date: August 14, 2026

Annexure – E

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)

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

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

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2026, which were not at arm's length basis.

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

There was 1 material contracts or arrangements or transactions entered into during the year ended March 31, 2026 as follows:

Sr. No.	Particulars	Details
1.	Name(s) of the related party and nature of relationship	GBTL Limited ("GBTL"), Part of Promoter Group.
2.	Nature of contracts/arrangements/ transactions	Transactions in the nature of purchase/Sale/ Supply of Goods, property; & Other Services for an amount not exceeding in aggregate Rs. 200 (Two Hundred) Crores for the Financial year 2025-26. These transactions are in the ordinary course of business and are on an arm's length basis.
3.	Duration of the contracts/ arrangements/transactions	12 Months
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	In the Normal Course of Business
5.	Date(s) of approval by the Board, if any	August 14, 2026
6.	Amount paid as advances, if any	NIL

For and on behalf of the Board of Directors

Rajendra Agarwal
Managing Director
DIN: 00227233

Ajay Agarwal
Whole-Time Director
DIN: 00227279

Place: Mumbai
Date: August 14, 2026

Annexure – F

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and outgo, etc.

Information on conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo, pursuant to the provisions of section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is provided as under:

(A) **Conservation of Energy:**

(i) The steps taken or impact on conservation of energy:

1. Replaced Electrical panels of Old Jet Dyeing machines with latest Variable Frequency Drives and saved 20% of Power consumption
2. Energy Savings Reeds are procured for Air jet looms to optimize Air consumption of Air jet looms.
3. Installed the Air flow meter to monitor the air consumption of loomshed cleaning line, the cleaning timing scheduled for loomshed cleaning instead of continuous open valve, air consumption optimized by ~45%.
4. Regular monitoring, analyzing, & setting of Airjet loom to optimize the air consumption.
5. Optimized the running of RAF in loom-shed of H-Plant-4, also optimized the blade angles of running RAF.
6. Regular audit & repairing of Air, Water & Steam leakages.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

1. Cleaned Solar PV module with Solar NB chemical to increase solar power generation.
2. Installed the grid injected solar plant at Rajpipla of 5.5 MWp DC.

(ii) The capital investment on energy conservation equipment: The Capital investment on energy conservation equipment is ₹ 14 Cr during FY 2025-26.

(B) Technology absorption:

(i) **The efforts made towards technology absorption:** Nil

(ii) **The benefits derived like product improvement, cost reduction, product development or import substitution:** Replacement of 07 Nos Old Manual Jet Dyeing Machines with Automatic energy efficient U- Jet Dyeing Machines saved 60% Power consumption.

(iii) **In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year):** Not Applicable

(iv) **The expenditure incurred on Research and Development:** Nil

(C) Foreign Exchange Earnings and Outgo:

Foreign Exchange earnings and outgo during the year under review are as follows:

(Amount in Lakhs)

Particulars	Financial Year 2025-26	Financial Year 2024-25
Foreign Exchange Earnings	7,724.51	5,896.87
Foreign Exchange Outgo	228.50	573.69

For and on behalf of the Board of Directors

Rajendra Agarwal **Managing Director** DIN: 00227233	**Ajay Agarwal** **Whole-Time Director** DIN: 00227279

Place: Mumbai
Date: May 30, 2026

MANAGEMENT DISCUSSION AND ANALYSIS

1. Global and Indian Economic Outlook:

The global economy demonstrated resilience during 2025 despite persistent headwinds arising from rising tariffs, trade policy uncertainties, fiscal consolidation in major economies, and ongoing geopolitical tensions. Continued conflicts in Eastern Europe and the Middle East, including the Russia–Ukraine war, disrupted global supply chains, energy markets, and investor sentiment, resulting in periodic volatility in commodity prices and financial markets. Nevertheless, economies gradually adapted through supply chain diversification, enhanced energy security measures, and supportive fiscal and monetary policies, fostering a more stable growth environment.

According to the International Monetary Fund (IMF), global economic growth is projected to improve marginally from 3.3% in 2024 to 3.4% in 2025, supported by robust investments in technology, particularly artificial intelligence, and relatively accommodative financial conditions. Advanced economies are expected to grow by approximately 1.9%, while Emerging Markets and Developing Economies are projected to expand by 4.4%. Global inflation is estimated to moderate to 4.1%, although inflationary pressures remain uneven across regions.

For the global textile and apparel industry, the operating environment remained challenging yet showed signs of gradual improvement. Easing inflation in key consumer markets, normalization of inventory levels, and recovery in retail demand supported a gradual revival in textile consumption. However, volatility in cotton and other raw material prices, elevated freight costs, changing trade dynamics, and cautious consumer spending continued to influence industry performance.

India continued to strengthen its position as a preferred sourcing destination, supported by its integrated textile value chain, competitive manufacturing capabilities, government initiatives, and expanding export opportunities. The country's focus on improving infrastructure, promoting sustainability, and encouraging investments under various policy initiatives is expected to enhance the long-term competitiveness of the Indian textile sector.

Against this backdrop, Donear Industries Limited remained focused on operational efficiency, product innovation, strengthening its distribution network, and expanding its value-added product portfolio. The Company's diversified presence across suiting, shirting, and lifestyle fabrics, coupled with its established brands and extensive distribution reach, positions it well to capitalize on improving domestic demand and emerging opportunities in both domestic and international markets while effectively navigating evolving market conditions.

Indian Economy: The Indian textile and apparel industry continued to demonstrate resilience and adaptability during FY 2025–26, despite a challenging global economic environment. India remains one of the world's largest producers of cotton, jute and silk and has a fully integrated textile value chain spanning fibre, yarn, fabric, garments, home textiles and technical textiles. The sector is among the country's largest employment generators, providing direct employment to more than 45 million people and indirect employment to nearly 100 million people across the value chain..

The Government of India continued to strengthen the sector through various policy initiatives aimed at improving global competitiveness, attracting investments and promoting value-added manufacturing. Continued implementation of the PM MITRA Mega Textile Parks, the Production Linked Incentive (PLI) Scheme for textiles, the National Technical Textiles Mission, and increased budgetary support for the Ministry of Textiles are expected to enhance manufacturing capacity, encourage innovation and improve India's export competitiveness over the medium to long term.

Looking ahead, the Indian textile industry remains well positioned to capitalise on emerging opportunities arising from global supply chain realignment, increasing demand for sustainable products, expansion of technical textiles, digital transformation and favourable demographic trends. Continued policy support, infrastructure development and investment in innovation are expected to further strengthen India's position as one of the world's leading textile and apparel manufacturing and exporting nations.

2. Indian Textile Industry: Market Trends and Developments:

During FY 2025–26, India's textile sector recorded a notable improvement in export performance. Total textile exports, including handicrafts, increased to ₹3,16,334.9 crore, registering a 2.1% year-on-year growth over FY 2024–25. The growth reflected sustained global demand for Indian textile products, increasing product diversification, and improved competitiveness across key export categories. India remains as one of the largest producers of cotton and jute in the world. The market is expected to reach US$ 350 billion by 2030, growing at a 10% CAGR.

Sustainability emerged as a major industry trend during FY 2025–26. Global buyers increasingly demanded environmentally responsible manufacturing practices, including the use of sustainable fibres, recycled materials, renewable energy, water-efficient processing technologies, and enhanced supply chain traceability. Indian manufacturers continued to invest in ESG initiatives and green manufacturing practices to meet evolving international standards and strengthen long-term customer relationships.

3. Opportunities, Challenges and Risks:

Strengths	Challenges
➢ Robust sourcing ecosystem involving MSMEs national and international suppliers. ➢ Leveraging customer insights, analytics and technology to build strong brands and deliver exceptional customer experience. ➢ Leading product portfolio choosing Donear Industries Limited as a partner. ➢ Proximity to ports, cotton-growing areas, or textile clusters. ➢ Long-standing partnerships with domestic and international brands or retailer with repeated consumers.	➢ Fluctuations in cotton and crude oil prices. ➢ Access to trained manpower for development and growth.

Opportunities	Threats
➢ Strengthen end-to-end value chain to serve the fast fashion opportunity. ➢ Scale up own brands and formats.	➢ Rising production cost. ➢ Shorter fashion cycles. ➢ Macro-economic impact on consumer sentiments.

India is the world's most populous country, with an estimated population of approximately 1.48 billion people as of 2026. Amidst the increasing development of Indian textile industry, it is surrounded with numerous challenges such as fluctuations in cotton and crude oil prices which affect synthetic fibre costs, unpredictable weather patterns and global supply disruptions can impact the input's availability and margins.

4. Future Growth Drivers of the Textile Industry:

The Indian retail market is one of the fastest growing markets in the world and is expected to cross US$ 1.4 trillion by 2027. Rising demand for premium and luxury products further fuels this growth trajectory, reflecting the evolving preferences with rising disposable incomes. There is an increase in the turnover of Donear Industries Limited compared to last year. Continuous improvements and rapid growth of the company underlines the future development of the company.

The company continues to maintain its position in the market due to the continued thrust on new product development and technology up-gradation. Strategies to penetrate into the existing markets and diversify by reducing costs and increasing customer base will render in improving the performance of the company in the future years.

5. People, Culture and Industrial Relations:

At Donear Industries Limited, human resources are regarded as the cornerstone of the Company's sustained growth and long-term success. The Company firmly believes that its employees are its most valuable asset and remains committed to fostering a workplace that promotes trust, collaboration, inclusivity, and continuous learning. Guided by the core values of integrity, transparency, accountability, and responsibility, the Company strives to create an environment that supports employee well-being, professional growth, and organisational excellence.

The Company places significant emphasis on attracting, developing, and retaining talent through fair employment practices, skill enhancement initiatives, performance-driven culture, and employee engagement programmes. It continues to invest in building a capable and motivated workforce that can effectively contribute to achieving the Company's strategic objectives while adapting to the evolving business environment.

Donear Industries has consistently maintained cordial and harmonious industrial relations across its operations. The Company values open communication, mutual respect, and constructive engagement with its employees, which has contributed to a stable work environment, high employee morale, and relatively low attrition levels. The positive industrial relations climate has played a vital role in ensuring operational continuity and enhancing organisational productivity.

6. Enterprise Risk Management and Internal Controls:

Every organisation operates in an evolving business environment that presents a range of risks and challenges capable of influencing its performance and long-term growth. At Donear Industries Limited, risk management is an integral part of the Company's business strategy and governance framework. The Company has established a robust risk management framework to proactively identify, assess, monitor, and mitigate potential risks while capitalising on emerging opportunities. This structured approach enhances operational resilience, safeguards stakeholder interests, and supports the achievement of sustainable and long-term business growth. The framework is designed to promote pro-active approach in reporting, evaluating and resolving the risks which are material in nature and thus eliminating the element of danger surrounding the company. The policy can be availed of by surfing the website of the company at www.donear.com/investor.

The company's activities are exposed to credit risk, liquidity risk, market risk, price risk and Interest rate risk. The details of such risk exposure and the control measures used to combat such risk are tabulated below in a brief manner, the full details of which forms the part of the financial statements of the Annual report –

Sl. No.	Risk	Exposure arising from	Measurement	Management
1	Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, Review of investment on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, Investment limits, check on counterparties basis credit rating and investment review on quarterly basis.
2	Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security.
3	Market Risk – Foreign Currency Risk	Highly probable forecast transactions and financial assets and liabilities not denominated in INR.	Foreign currency exposure review and sensitivity analysis.	Forward foreign currency contract, future and option.
4	Market Risk - Interest Rate Risk	Fluctuating interest rates on various loans taken from banks and others	Interest Expense review and sensitivity analysis.	Treasure performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.
5	Price Risk – Commodity Prices	Basic ingredients of company raw materials are various grade of Yarn and Dyes where prices are volatile	The company sourcing components from vendors directly, hence it does not hedge its exposure to commodity price risk.	The company is able to pass on substantial price hike to the customers.

The Company has established a robust internal financial control system commensurate with the size, nature, and complexity of its business. The framework is designed to ensure the accuracy and reliability of financial reporting, safeguard the Company's assets, promote operational efficiency, and ensure compliance with applicable laws and regulations. The Internal Auditors periodically review the effectiveness of these controls, and their findings are placed before the Audit Committee for review and appropriate action. The management believes that the Company's internal control systems are adequate and operating effectively to support its business objectives and sustainable growth.

7. Analysis of Key Financial Ratios:

Pursuant to SEBI Listing Regulations, 2015, the listed entities are required to disclose specific financial ratios in quarterly and annual financial results.

Particulars	2025-2026	2024-2025	Variance
Current ratio	1.33	1.27	4.56%
Debt-Equity ratio	1.54	1.66	-7.50%
Debt service coverage ratio	2.52	1.99	26.99%
Return on equity ratio	15.69%	13.59%	15.53%
Trade receivables turnover ratio	4.18	4.71	-11.28%
Trade payables turnover ratio	9.27	9.74	-4.83%
Net capital turnover ratio	5.72	6.76	-15.40%
Net profit ratio	4.76%	3.49%	36.49%
Return on capital 0employed	32.41%	32.75%	-1.01%
Inventory Turnover Ratio	1.57	1.86	-15.60%
Operating profit ratio (in %)	9.84%	8.41%	16.94%
Interest Coverage Ratio (in times)	2.95	2.38	23.52%

The key ratios critically analyse the performance of the company with respect to various indicators such as Net Profit earned, the availability of assets to repay the debts. The variance between the previous year and the current year provides a compared review of the performance of the company in a year. The detailed aspects thereof, of the financial ratios are outlined in Notes to Standalone Financial Statements and the same forms part of the Annual Report.

8. Forward looking statement:

The statements made in this Management Discussion and Analysis Report regarding the Company's objectives, projections, estimates, expectations or predictions may constitute 'forward-looking statements' as defined by applicable securities laws and regulations. Its pertinent to note that actual results could vary significantly from those expressed or implied in these statements. Several crucial factors could impact the Company's operations, including the availability and pricing of raw materials, cyclical demand and pricing trends in its primary markets, alterations in government regulations and tax regimes, economic development both in India and in the countries where the Company operates, and other related factors.

CORPORATE GOVERNANCE REPORT

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the report contains the details of Corporate Governance systems and processes at Donear Industries Limited (“DIL” or “the Company”).

Statement on Company’s Philosophy on Code of Governance

We at Donear Industries Limited, Corporate Governance is a reflection of principles entrenched in our values and policies and also embedded in our day-to-day business practices, leading to value-driven growth. The Company’s commitment to corporate governance guides its business decisions while ensuring financial responsibility, ethical conduct, and fairness to all stakeholders including employees, customers, investors, regulators, suppliers and the society at large.

The Company believes that sustainable and long-term growth of every stakeholder depends upon the judicious and effective use of available resources and consistent endeavor to achieve excellence in business along with active participation in the growth of society, building of environmental balances and significant contribution in economic growth.

The Company is in compliance with the conditions of corporate governance as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), as applicable.

We are committed to creating value for all stakeholders through strong corporate governance, ethical business practices, and a performance-driven culture. By maintaining high standards of transparency, professionalism, and accountability, we strive to meet stakeholder expectations while fostering sustainable growth and long-term success.

Board of Directors

The Board of Directors at Donear Industries Limited is comprised of highly experienced individuals who can be entrusted with the responsibility of the Management, directions and performance of the Company. In ensuring the highest standards of good governance, there is a dire requirement of an independent, dynamic and well-informed board which the Company endeavor in their board of directors. The Company has devised a framework for the smooth functioning of the meetings of the Board, to systematize the decision making process and to ensure transparency in all the workings. The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

The composition of the Board of Directors of the Company (“the Board”) is in conformity with the requirement of Regulation 17 of the Listing Regulations and consists of a balanced combination of Executive Directors, Non-executive Directors, Independent Directors and Woman Director. As on March 31, 2026, the Board of Directors of the Company comprises of 6 (Six) Directors with one-half of the total number of Directors comprises of Non-executive Independent Directors.

No Director of the Company holds directorship in more than seven listed entities. Further, none of the non-executive director serve as Independent Director in more than seven listed Company, as per Regulation 17A of the Listing Regulations.

None of the Directors on the Board is a Member of more than ten Committees or Chairperson of more than five Committees (Committee being Audit and Stakeholders’ Relationship Committee), as specified in Regulation 26 of Listing Regulations, across all the public companies in which he/she is a Director. None of the Directors on the Board has attained the age of 75 years. Further, the maximum tenure of Independent Directors is in line with the provisions of Companies Act, 2013 (“the Act”) and Rules made thereunder.

The information regarding the composition of the Board, the categories of Directors, and their Directorships and Committee Memberships/ Chairpersonships across all companies in which they serve as Directors as of March 31, 2026, is as follows–

Name of Director	DIN	Category	No. of Directorships		No. of Memberships / Chairpersonships of Committees in public companies		Directorship in Other Listed Company(ies)	
			Public	Private / Non profit	Memberships	Chairperson ships	Name of the Company	Position Held
Mr. Rajendra Agarwal	00227233	Chairperson – Managing Director	2	7	3	NIL	VIP Industries Limited	Independent Director
Mr. Ajay Agarwal	00227279	Whole-time Director	1	3	1	NIL	-	-
Mr. Kishorsinh Parmar	09692520	Executive Professional Director	1	NIL	NIL	NIL	-	-
Mrs. Medha Pattanayak[1]	07157952	Independent Director	2	NIL	NIL	4	-	-
Mr. Govind Shrikhande[2]	00029419	Independent Director	4	2	2	1	1. V-Mart Retail Limited	Independent Director
							2. Arvind Fashions Limited	Independent Director
							3. Brand Concepts Limited	Independent Director

Name of Director	DIN	Category	No. of Directorships		No. of Memberships / Chairpersonships of Committees in public companies		Directorship in Other Listed Company(ies)	
			Public	Private / Non profit	Memberships	Chairperson ships	Name of the Company	Position Held
Mrs. Aparna Chaturvedi[3]	00028647	Independent Director	3	NIL	1	1	1. Tilaknagar Industries Limited	Independent Director
Mrs. Harjeet Kaur Joshi[4]	07085755	Independent Director	1	NIL	NIL	2	-	-
Mr. Hemant Bharambe[5]	05154422	Independent Director	1	1	1	NIL	-	-
Mr. Aniruddha Deshmukh	01389267	Independent Director	1	NIL	1	NIL	-	-

- No. of directorships held by the Directors does not include directorships in foreign companies.
- Membership of Committee only includes Audit Committee and Stakeholders Relationship Committee in Indian Public Limited Companies.
- Mr. Rajendra Agarwal and Mr. Ajay Agarwal are related to each other. None of the other Directors is related inter-se.
- The Board of Directors have noted the declaration received from the Independent Directors pursuant to the Companies Act, 2013 and Listing Regulations with regard to their Independence and are of the opinion that the Independent Directors fulfil the conditions of independence and are independent of the management of the Company.
- Details provided for the period for which the Directors held directorship of the Company during FY 2025-26.
- Maximum tenure of Independent Directors is in accordance with the Act and Rules made thereunder.
- The Company has no convertible instruments. None of the Directors hold any convertible instruments of the Company.

Notes:

1. Mrs. Medha Pattanayak ceased to be the Woman Independent Director of the Company, w.e.f. the close of business hours on 25th September, 2025 upon completion of her second term of appointment. The directorship and committee positions mentioned above are held by her up to 25th September, 2025.
2. Mr. Govind Shrikhande ceased to be an Independent Director of the Company, w.e.f. the close of business hours on 10th November, 2025, upon completion of his term. The directorship and committee positions mentioned above are held by him upto 10th November, 2025.
3. Mrs. Aparna Chaturvedi ceased to be an Independent Director of the Company, w.e.f. the close of business hours on 29th May, 2025, upon resignation from her position as Independent Director. The directorship and committee positions mentioned above are held by her upto 29th May, 2025.
4. Mrs. Harjeet Kaur Joshi appointed as Woman Independent Director (Non – Executive) of the Company w.e.f. 18th October, 2025.
5. Mr. Hemant Bharambe appointed as Independent Director (Non – Executive) of the Company w.e.f. 11th November, 2025.

The details of Shares held by the Directors in the Company as on March 31, 2026 are as follows:

Name of Director	Number of Shares held
Mr. Rajendra Agarwal	38,61,814
Mr. Ajay Agarwal	37,29,500
Mr. Kishorsinh Parmar	-
Mrs. Harjeet Kaur Joshi	-
Mr. Hemant Bharambe	-
Mr. Aniruddha Deshmukh	-

In terms of Regulation 25(8) of Listing Regulations, the Independent Directors of the Company have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

All Members of the Senior Management have confirmed to the Board that there are no material, financial and/or commercial transactions between them and the Company, which could have any potential conflict of interest with the Company at large.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company, apart from other statutory matters which are required to be deliberated and approved by the Board.

During the financial year 2026, 6 (Six) Board meetings were held on May 27, 2025; August 14, 2025; September 26, 2025; October 18, 2025; November 13, 2025 and February 09, 2026.

Attendance of Directors at the Board Meetings and at the last Annual General Meeting ("AGM") is as under:

Sr. No.	Name of Director	No. of Board Meetings			Attendance at the last AGM held on September 30, 2025
		Held	Eligible to attend	Attended	
1.	Mr. Rajendra Agarwal	6	6	6	Present
2.	Mr. Ajay Agarwal	6	6	5	Present
3.	Mr. Kishorsinh Parmar	6	6	6	Present
4.	Mrs. Medha Pattanayak	6	2	1	Present
5.	Mr. Govind Shrikhande	6	4	4	Present
6.	Mrs. Aparna Chaturvedi	6	1	1	N/A
7.	Mrs. Harjeet Kaur Joshi	6	3	3	N/A
8.	Mr. Hemant Bharambe	6	3	3	N/A
9.	Mr.Aniruddha Deshmukh	6	6	6	Present

The last AGM of the Company was held on September 27, 2025 through Video Conference (VC)/ Other Audio Video Means (OAVM) as permitted by the MCA circulars.

Familiarisation Program for Directors

Details of familiarization programme imparted to the Independent Directors are available on the website of the Company at www.donear.com/investor.

Matrix setting out Skill/ Expertise/ Competence as Identified by the Board

The Board of Directors comprises collectively the skills, knowledge and experience required to effectively govern and direct the organization towards success. At DIL, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We endeavor to adhere to ethical standards to ensure integrity, transparency, independence and accountability in all work. We envision to develop into a company where compliance is a routine work. The members of the Board are eminent persons possessing professional expertise and experience.

The Board identified the core skills/ expertise/ competence matrix which serves as a manual guide to the skills, knowledge, experience and other criteria appropriate in the context of its business(es) and sector(s), for the Board to function effectively.

Pursuant to the provisions of the Listing Regulations, the Board has identified the following skills / expertise / competencies of the Directors, as tabled below –

Name of Directors	Industry Knowledge	Technology	Financial and Risk Management	Corporate Governance	Strategy and Planning
Mr. Rajendra Agarwal	✓	✓	✓	✓	✓
Mr. Ajay Agarwal	✓	✓	✓	✓	✓
Mr. Kishorsinh Parmar	✓	✓	✗	✓	✓
Mrs. Harjeet Kaur Joshi	✓	✓	✓	✓	✓
Mr. Hemant Bharambe	✓	✓	✓	✓	✓
Mr. Aniruddha Deshmukh	✓	✓	✓	✓	✓

Role of Chairman and Managing Director

The primary role of Chairman and Managing Director is to provide leadership to the Board in achieving goals of the Company. His role, inter-alia, includes the following:

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

Role of Non-Executive Directors (including Independent Directors)

Non-Executive Directors play a critical role in balancing the functioning of the Board by providing their independent judgements on various matters discussed in the Board meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter-alia, include the following:

- Striking balance with the overall Board by providing independent judgement;
- Providing valuable suggestions / opinions on Company's strategies, overall performance; and
- Scrutinizing the performance of the management.

Code of Conduct

The Company has adopted a Code of Business Conduct & Ethics ('the Code') which is applicable to Board of Directors and all Employees of the Company. This Code intends to guide the Directors and Employees of the Company to act honestly, ethically and with integrity and to conduct their activities in professional, courteous and respectful manner. This code also specifically incorporates the duties of Independent Directors as laid down in Schedule IV of the Companies Act, 2013. This code can be availed on the website of the Company at www.donear.com/investor.

All Board Members and Senior Management Personnel have affirmed compliance with the Code. A declaration to this effect signed by the Managing Director forms part of this Report.

Appointment / Re-appointment of Director

In consonance with Regulation 36(3) of the Listing Regulations and Secretarial Standards 2 issues by ICSI on general meetings, particulars of the Director seeking re-appointment is duly provided in the Explanatory Statement to the Notice of the AGM which is a part of this Annual Report.

During the year under review, Mrs. Medha Pattanayak ceased to be the Woman Independent Director of the Company, w.e.f. the close of business hours on 25th September, 2025 upon completion of her second term of appointment.

Mr. Govind Shrikhande ceased to be an Independent Director of the Company, w.e.f. the close of business hours on 10th November, 2025, upon completion of his term.

Further, Mrs. Harjeet Kaur Joshi was appointed as Woman Independent Director (Non – Executive) of the Company w.e.f. 18th October, 2025 and Mr. Hemant Bharambe appointed as Independent Director (Non – Executive) of the Company w.e.f. 11th November, 2025.

During the year 2025, Mrs. Krishna Agrawal was appointed as a Company Secretary and Compliance Officer of the Company based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, with effect from September 26, 2025.

Independent Director

Mrs. Aparna Chaturvedi, an Independent Director of the Company, has resigned from the Board of Directors and its Committees with effect from 29th May, 2025, due to pre-occupation and other professional commitments.

Mrs. Aparna Chaturvedi has also confirmed that there are no other material reasons for his resignation other than those stated above.

Independent Director

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board of the Company currently comprises of three Non-Executive Independent Directors, which is 50% of the total strength of the Board of Directors.

All Independent Directors of the Company have been appointed as per the provisions of the Act and the Listing Regulations. As required under Regulation 46 of the Listing Regulations, the Standard appointment letter containing the terms and conditions of appointment of independent directors is disclosed on the Company's website at www.donear.com/investor.

During the year under review, a separate meeting of Independent Directors of the Company was held on February 09, 2026 where all the Independent Directors of the Company were present and duly attended the meeting so conducted.

The Independent Directors at the said meeting reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairperson of the Board after taking into account the views of other executive directors of the Company and assessed the quality, quantity and timelines of flow of information between the Company management and the Board.

COMMITTEES OF THE BOARD

The Board of Directors have constituted Committees of the Board to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with the approval of the Board and function within their respective Charters. These Committees play a pivotal role in the overall Management of day-to-day affairs and governance of the Company. The Committees of the Board meet at regular intervals and take necessary steps to perform their duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting. The Company has five Board Level Committees:

A) Audit Committee;

B) Nomination and Remuneration Committee;

C) Stakeholders' Relationship Committee;

D) Independent Directors Committee and

E) Corporate Social Responsibility Committee.

A. Audit Committee

In accordance with the provisions of Section 177 of the Act and Regulation 18 read with Part C of Schedule II of the Listing Regulations, the Company has constituted an Audit Committee with the required composition, quorum, powers, role and scope. The committee is vested with the responsibility of supervising the financial performance of the Company as well as the internal controls, where the committee reviews the financial statements of the Company and their alignment with Company's targets. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The Audit Committee of the Company comprises of three directors, out of which more than Two-thirds are Independent Directors. Mrs. Harjeet Kaur Joshi, Chairperson of the Committee is a Woman Independent Director. All Members of the Committee possess the necessary accounting and financial management expertise as required by Regulation 18 of Listing Regulations.

During the year under review, four meetings of the Committee were held on May 27, 2025, August 14, 2025, November 13, 2025 and February 09, 2026.

The composition of the Committee and the attendance of the Members at the audit committee meetings held during the financial year 2025-2026 are as under:

Name of Director	Category	Position	No. of Meetings		
			Held	Eligible to attend	Attended
Mrs. Medha Pattanayak[1]	Non-Executive and Independent	Chairperson	4	2	1
Mr. Rajendra Agarwal	Executive Director	Member	4	4	4
Mr. Govind Shrikhande[2]	Non-Executive and Independent	Member	4	2	2
Mr. Aniruddha Deshmukh	Non-Executive and Independent	Member	4	4	4
Mrs. Harjeet Kaur Joshi[3]	Non-Executive and Independent	Chairperson	4	2	2
Mr. Hemant Bharambe[4]	Non-Executive and Independent	Member	4	2	2

Notes:

1. Mrs. Medha Pattanayak ceased to be Chairperson and Member of the Committee w.e.f. 25th September, 2025, upon completion of her tenure as an Independent Director of the Company.
2. Mr. Govind Shrikhande ceased to be a Member of the Committee w.e.f. 10th November, 2025, upon completion of his tenure as an Independent Director of the Company.
3. During the year, the Committee was reconstituted as tabled below, and as on 31st March 2026, Mrs. Harjeet Kaur Joshi serves as a Chairperson of the Committee.
4. During the year, the Committee was reconstituted as tabled below, and as on 31st March 2026, Mr. Hemant Bharambe serves as a Member of the Committee.

The Company Secretary of the Company acts as Secretary to the Committee.

The Committee's composition meets with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations.

Mrs. Medha Pattanayak, Chairperson of the Committee was present at the last Annual General Meeting held on September 30, 2025.

During the year under review the Committee was reconstituted as follows:

Effective date	Changes in Committee	Name of Director	Designation in Board	Remarks
25th September, 2025	Cessation	Mrs. Medha Pattanayak	Independent Director	Ceased to be Chairperson and Member
10th November, 2025	Cessation	Mr. Govind Shrikhande	Independent Director	Ceased to be Member
18th October, 2025	Appointment	Mrs. Harjeet Kaur Joshi	Independent Director	Appointed as Chairperson
11th November, 2025	Appointment	Mr. Hemant Bharambe	Independent Director	Appointed as Member

Terms of Reference

The Committee has been mandated to comply with the terms of reference as specified in Part C of Schedule II of the Listing Regulations, Section 177 of the Companies Act, 2013 and other terms of reference, as may be assigned to the Committee by the Board from time to time.

The terms of reference of the Committee, inter alia, include:

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 auditors for any other services rendered by the statutory auditors;
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:
   a. 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;
   b. changes, if any, in accounting policies and practices and reasons for the same;
   c. major accounting entries involving estimates based on the exercise of judgment by management;

   d. significant adjustments made in the financial statements arising out of audit findings;

   e. compliance with listing and other legal requirements relating to financial statements;

   f. disclosure of any related party transactions;

   g. 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 utilization of proceeds of a public or rights issue, 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 auditors, 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 auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
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.

The audit committee also reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
6. 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 fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

B. **Nomination and Remuneration Committee**

In accordance with the provisions of Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations, the Company has constituted a Nomination and Remuneration Committee with the required composition, quorum, powers, role and scope. The committee is entrusted with the responsibility of formulating the criteria determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The Nomination and Remuneration Committee has been constituted as a mandatory Committee for a Company. The committee presently comprises of three Independent Directors of the Company. The Committee is headed by Mr. Hemant Bharambe. The other members of the Committee are Mrs. Harjeet Kaur Joshi & Mr. Aniruddha Deshmukh.

Mr. Govind Shrikhande, Chairperson of the Committee was present at the last Annual General Meeting held on September 30, 2025.

During the year under review, four meeting of the Nomination and Remuneration Committee was held on

May 27, 2025, August 14, 2025, September 26, 2025 and October 18, 2025.

The composition of the Committee and the attendance of the Members at the above meetings are as under:

Name of Director	Category	Position	No. of Meetings		
			Held	Eligible to attend	Attended
Mr. Govind Shrikhande[1]	Non-Executive and Independent	Chairperson	4	4	4
Mrs. Medha Pattanayak[2]	Non-Executive and Independent	Member	4	2	1
Mr. Aniruddha Deshmukh	Non-Executive and Independent	Member	4	4	4
Mrs. Harjeet Kaur Joshi[3]	Non-Executive and Independent	Member	4	0	0
Mr. Hemant Bharambe[4]	Non-Executive and Independent	Chairperson	4	0	0

The Company Secretary of the Company acts as Secretary to the Committee.

Notes:

1. Mr. Govind Shrikhande ceased to be a Chairperson and Member of the Committee w.e.f. 10th November, 2025, upon completion of his tenure as an Independent Director of the Company.
2. Mrs. Medha Pattanayak ceased to be Member of the Committee w.e.f. 25th September, 2025, upon completion of her tenure as an Independent Director of the Company.
3. During the year, the Committee was reconstituted as tabled below, and as on 31st March 2026, Mrs. Harjeet Kaur Joshi serves as a Member of the Committee.
4. During the year, the Committee was reconstituted as tabled below, and as on 31st March 2026, Mr. Hemant Bharambe serves as a Chairman of the Committee.

During the year under review the Committee was reconstituted as follows:

Effective date	Changes in Committee	Name of Director	Designation in Board	Remarks
25th September, 2025	Cessation	Mrs. Medha Pattanayak	Independent Director	Ceased to be Member
10th November, 2025	Cessation	Mr. Govind Shrikhande	Independent Director	Ceased to be Chairperson
18th October, 2025	Appointment	Mrs. Harjeet Kaur Joshi	Independent Director	Appointed as Member
11th November, 2025	Appointment	Mr. Hemant Bharambe	Independent Director	Appointed as Chairperson

Terms of Reference

The Committee has been mandated to comply with the terms of reference as specified in Part D(A) of the Schedule II of the Listing Regulations, Section 178 of the Act and as may be assigned by the Board from time to time.

The role of the Committee *inter-alia* includes the following:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience of 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 the description. For the purpose sof identifying suitable candidates, the Committee may:
   a) use the services of an external agencies, if required;
   b) consider candidates from a wide range of backgrounds, having due regards to diversity; and
   c) consider the time commitments of the candidates.
3. To formulate criteria for evaluation of Independent Directors and the Board;
4. To specify the manner of effective evaluation of performance of Board, its committees and individual directors to be carried out by the Board;
5. To devise a policy on Board diversity;
6. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
7. 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; and
8. To recommend to the board, all remuneration, in whatever form, payable to senior management.

Criteria for performance evaluation:

The Nomination and Remuneration Committee, in order to facilitate the performance evaluation process, formulated the evaluation criteria for the performance of Executive / Non-Executive / Independent Directors, Chairman of the Board, Committees and the Board as a whole and approved specific evaluation forms. The Independent Directors were evaluated on the criteria such as participation at Board / Committee meetings, commitment, knowledge and expertise, managing relationship with stakeholders, integrity and maintaining of confidentiality, independence of behavior and judgment, impact and influence, exercise of objective independent judgment in the best interest of Company, ability to contribute to and monitor corporate governance practice and adherence to the code of conduct for independent directors. The details regarding performance evaluation of Board, Committees and Directors are provided in Director's Report.

Particulars of Senior Management:

Details of Senior Management as on March 31, 2026:

Sr. no.	Name of Senior Management	Designation
1	Mr. Ashok Agarwal	Chief financial Officer
2	Mr. Debasis Bhattacharya	President – Export Marketing
3	Mr. Shakti Trivedi	Vice President - SCM
4	Mrs. Sangeeta D'souza	General Manager- HR
5	Mr. Vishal Agarwal	Head – Domestic Sales & Marketing
6	Mr. Debkumar Goswami	Plant Head
7	Mr. Bipin Nerurkar	General Manager - IT

Remuneration of Director

Remuneration Policy

Human Resources are believed to be the key for continuous growth and development of the Company in DIL. The remuneration policy of the Company has been designed to determine the level and composition of remuneration, which is reasonable and sufficient to attract, retain and motivate employees, to connect remuneration to performance in order to achieve appropriate performance benchmarks, to balance fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company. The policy is also available on the Company's website at www.donear.com/investor.

Remuneration to Executive Directors

The Company pays remuneration by way of salary, benefits, perquisites and allowances to the Managing Director and/or the Executive Director, which is governed by provisions of the Act, rules made there under and Listing Regulations and as approved by the Board and / or the Members of the Company from time to time. In determining the remuneration package of the Executive Directors, the Nomination and Remuneration Committee evaluates experience, qualification, positive attributes, performance and the remuneration paid by comparable organization and thereafter makes its recommendation to the Board.

The remuneration paid to the Executive Directors for the year under review is given below:

(Rs. in Lakhs)

Name	Salary	Performance Bonus / Commission	Perquisites and Allowances	Total	Total Contract Period
Mr. Rajendra Agarwal	48.40	-	-	48.40	Five years w.e.f. April 01, 2023
Mr. Ajay Agarwal	20.00	-	-	20.00	Five years w.e.f. July 01, 2023
Mr. Kishorsinh Parmar	28.84	-	-	28.84	Three years w.e.f. August 10, 2025

There is no separate provision for payment of severance fees.

No stock options has been granted to any director of the Company.

Remuneration to Non-Executive Directors

Criteria of making payments to Non-Executive Directors

The criteria of making payments to Non-Executive Directors cover, *inter-alia*, number of meetings attended, Chairpersonship of Committees of the Board, time spent in deliberations with the senior management on operational matters other than at meetings and contribution at the Board/ Committee(s) levels.

Non-Executive Directors are paid sitting fees for attending any Meeting of the Board and Committee of the Board as recommended by Nomination and Remuneration Committee and decided by the Board from time to time.

Though, currently, Non-Executive / Independent Directors are not paid any remuneration other than sitting fees as prescribed under Section 197 (5) of the Act but their remuneration if paid, excluding such sitting fees shall be subject to ceiling/ limits as provided under the Act, Rules made there and Listing Regulations.

The details of sitting fees to Non-Executive Directors are as under:

(Rs. in Lakhs)

Name of Director	Category	Sitting Fees paid during F.Y. 2025-26
Mr. Govind Shrikhande	Non-Executive and Independent	3.80
Mrs. Medha Pattanayak	Non-Executive and Independent	1.10
Mr. Aniruddha Deshmukh	Non-Executive and Independent	5.40
Mrs. Harjeet Kaur Joshi	Non-Executive and Independent	1.60
Mr. Hemant Bharambe	Non-Executive and Independent	1.60

Apart from reimbursement of expenses incurred in the discharge of their duties and the sitting fees paid to Non-Executive Directors as entitled under the Act, none of these Directors has any other material pecuniary relationships or transactions with the Company, its Promoters, its Directors and its Senior Management, which would affect their independence.

Moreover, no stock option has been granted to any director of the Company.

Pecuniary Relationship or transaction

There were no other pecuniary relations or transactions of Non-Executive Directors vis-à-vis the Company.

C. Stakeholders' Relationship Committee

The right of stakeholders plays a major impact on the reputation of the Company as well as the corporate governance. The Stakeholders' Relationship Committee of the Company is entrusted with the responsibility of resolving the grievances of the security holders of the Company. The composition, quorum, powers, role and scope are in accordance with Section 178(5) of the Act and the provisions of Regulation 20 read with Part D of Schedule II of the Listing Regulations. It functions in accordance with its charter that defines its authority, responsibility, and reporting function.

The Stakeholders' Relationship Committee of the Company comprises of Mrs. Harjeet Kaur Joshi, Chairperson of the Committee, Mr. Rajendra Agarwal and Mr. Ajay Agarwal as the other Members of the Committee.

During the year under review, one meeting of Committee was held on February 09, 2026.

The attendance of the Members at the above meeting is as under:

Name of Director	Designation	Position	No. of Meetings	
			Held	Attended
Mrs. Harjeet Kaur Joshi	Non-Executive and Independent Director	Chairperson	1	1
Mr. Rajendra Agarwal	Managing Director	Member	1	1
Mr. Ajay Agarwal	Whole-time Director	Member	1	1

The Committee's composition is in line with the provisions of Section 178(5) of the Act and Regulation 20 of the Listing Regulations.

Terms of reference

The Committee has been mandated to comply with the terms of reference as specified in Part D (B) of the Schedule II of the Listing Regulations, Section 178 of the Act and as may be assigned by the Board from time to time.

The role of the Stakeholders Relationship Committee *inter-alia* includes the following:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.; and other allied matters;
2. To review of measures taken for effective exercise of voting rights by shareholders;
3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
5. To periodically review stakeholders' grievance mechanism of the Company.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company (Annual ID Meeting) without the presence of the Executive Directors and the Management representatives was held on 09th February 2026, as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25 (3) of the SEBI LODR. The Independent Directors expressed their satisfaction with the desired level of the governance of the Board and the consistent improvement in scores pertaining to various aspects of the Board meetings as captured in the Board Effectiveness Review exercise. At the said meeting, the Independent Directors:

(a) reviewed the performance of Non-Independent Directors and the Board of Directors as a whole;

(b) reviewed the performance of the Chairman of the Company, considering the views of Executive Director and Non-Executive Directors;

(c) assessed the quality, quantity and timeliness of flow of information between the Management and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

The Independent Directors were highly satisfied with the overall functioning of the Board and its various Committees and the high level of commitment and engagement. Apart from this, the Independent Directors also appreciated the commitment and contributions of the Chairman of the Board in dealing with the Board matters as well as key strategic matters.

Investors' Grievance Redressal

Details of investor grievances received and resolved during the year under review are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

The status of investor complaints received and resolved by the Company are reported on quarterly basis to stock exchanges under Regulation 13(3) of Listing Regulations.

Prevention of Insider Trading

In terms of the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations"), as amended, Company has adopted a 'Code of Conduct to regulate, monitor and report trading by designated persons in listed or proposed to be listed securities' of your Company ("the Code") and the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ("Code of Fair Disclosure"). The Board has also formulated a policy for determination of 'legitimate purposes' as a part of the Code of Fair Disclosure. The Board, designated persons and other connected persons have affirmed compliance with the Code.

The Code aims at preserving and preventing misuse of UPSI. All designated persons of your Company are covered under the Code, which provides inter alia for periodical disclosures and obtaining pre-clearances for trading in securities of Company. The said Code has also been hosted on the Company's website at www.donear.com/investor.

D. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee ("Committee") oversees, inter alia, corporate social responsibility and other related matters as may be referred by the Board of Directors and discharges the roles as prescribed under Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, which includes formulating and recommending to the Board a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company, as per Schedule VII to the Act; recommending the amount of expenditure to be incurred; Annual Action Plan and monitoring the CSR Policy of the Company.

The Corporate Social Responsibility Committee of the Company constituted under the provisions of Section 135 of the Act. The Committee consists of three Directors, including two Executive Directors. The Chairman of the Committee is an Independent Director.

During the year under review, one meeting of Committee was held on November 13, 2025.

The attendance of the Members at the above meeting is as under:

Name of Director	Designation	Position	No. of Meetings	
			Held	Attended
Mr. Hemant Bharambe	Non-Executive and Independent	Chairperson	1	1
Mr. Rajendra Agarwal	Managing Director	Member	1	1
Mr. Ajay Agarwal	Whole-time Director	Member	1	1

The Committee functions in accordance with the terms of reference as specified under the Act and as may be specified by the Board from time to time, which inter-alia includes:

1. formulate, review and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Act.
2. recommend the amount of expenditure to be incurred on the initiatives as per the CSR Policy.
3. provide guidance on various CSR initiatives undertaken by the Company and monitor implementation and adherence to the CSR programs and Policy of the Company from time to time.
4. recommend to the Board an annual CSR action plan delineating the CSR projects or programs to be undertaken during the Financial Year.
5. appoint an independent agency/ firm to carry out impact assessment study, if any.

During the year, the Board, on recommendation of the CSR Committee, approved revisions to the CSR Policy to align the policy with the revised provisions of the Act, in this regard.

This CSR Policy is available on the website of the Company at www.donear.com/investor.

General Body Meetings

Annual General Meeting

The details of the last three Annual General Meetings (AGM) of the Company are as follows:

Year	Date and Time of AGM	Venue	Special Resolutions passed
2025	September 27, 2025 at 11:00 A.M.	Through Video Conferencing/ Other Audio Visual Means	-
2024	September 27, 2024 at 11:00 A.M.	Through Video Conferencing/ Other Audio Visual Means	-
2023	September 25, 2023 at 03:00 P.M.	Through Video Conferencing/ Other Audio Visual Means	-

Extraordinary General Meeting

During the year under review, no Extraordinary General Meeting was held.

Postal Ballot

During the year under review, following businesses were transacted through Postal Ballot:

Description of the Resolution	Postal Ballot Notice date	Date of Approval	Voting Pattern	
			Votes in favour	Votes against
To appoint Mrs. Harjeet Kaur Joshi (DIN: 07085755), as an Additional Director in the category of Non-executive Independent Director of the Company.	27.10.2025	27.11.2025	99.9999	0.0001
To appoint Mr. Hemant Raghunath Bharambe (DIN: 05154422), as an Additional Director in the category of Non-executive Independent Director of the Company.	27.10.2025	27.11.2025	99.9809	0.0191

For aforesaid Postal Ballot, Mr. Yogesh Sharma (COP No.: 12366 / Membership No.: FCS 11305), Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the postal ballot process by voting through electronic means only (remote e-voting) in a fair and transparent manner.

The Scrutinizer's Report along with details of voting for the above Postal Ballots have been posted on the Company's website at www.donear.com/investor.

Means of Communication

The Company publishes its quarterly, half yearly and annual results in the prescribed form, within the prescribed time. These financial results are also displayed on the Company's website at www.donear.com/investor. The results are submitted to the Stock Exchanges where the securities of the Company are listed *viz.* the National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE') and the same are published in leading English and Marathi dailies, *viz.* "The Free Press Journal" (English Daily) and "Nav Shakti" (Marathi Newspaper).

The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz., BSE and NSE are filed electronically. A separate dedicated section under "Investors", on the Company's website gives aforesaid information and other relevant information's of interest to the investors/public. The Company has designated the email id: investor@donear.com exclusively for investor relation.

In accordance with Regulation 46 of the Listing Regulations, 2015, the Company has maintained a functional website at www.donear.com containing information about the Company viz. the details of its business, financial information, shareholding pattern, compliance with corporate governance norms, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated from time to time.

The Company sends reminder letters to those shareholders whose unclaimed dividends/shares are liable to be transferred to the IEPF accounts and upload on its website detailed information relating to such unclaimed dividends amount and equity shares required to be transferred to the IEPF demat account.

The Company sends reminder letters to those shareholders whose unclaimed dividends/shares are liable to be transferred to the IEPF accounts and upload on its website detailed information relating to such unclaimed dividends amount and equity shares required to be transferred to the IEPF demat account.

Shareholders' Information

Annual General Meeting ("AGM") for the Financial Year 2025-26

AGM	(40th) Annual General Meeting
DAY AND DATE	September 26, 2026
TIME	11:00 A.M. (IST)
MODE / VENUE	Through Video Conferencing / Other Audio Visual Means (Deemed venue for meeting shall be the Registered Office of the Company)
BOOK CLOSURE DATE FOR AGM	-
FINANCIAL YEAR	April 1, 2025 to March 31, 2026

Tentative Calendar for Financial Year ending March 31, 2027

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr. No.	Particulars of Quarter	Tentative dates*
1.	First Quarter Results	On or before August 14, 2026
2.	Second Quarter & Half Yearly Results	On or before November 14, 2026
3.	Third Quarter & Nine-months ended Results	On or before February 14, 2027
4.	Fourth Quarter & Annual Results	On or before May 30, 2027

*or such other date as may be allowed by SEBI and the MCA.

Dividend Payment Date

The Board of Directors of the Company has recommended a dividend of Rs. 0.20 (10%) per Equity Share of Rs. 2.00 each of the Company. The proposed dividend, if declared, at the forthcoming Annual General Meeting, will be paid/ credited within a period of 30 days from the date of declaration, to those Members whose names appear in the Company's Register of Members or in the list of beneficial owners as per the particulars to be furnished by the Depositories as on the record date i.e. September 18, 2026.

Listing on Stock Exchanges

The Company's Shares are listed on:

BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	**National Stock Exchange of India Limited (NSE)** Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.

Payment of Listing Fees: The Company has paid annual listing fees for the Financial Year 2026-27 to BSE and NSE.

Payment of Depository Fees: Annual Custody/Issuer fees for the Financial Year 2026-27 have been paid by the Company to National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

Corporate Identification Number (CIN)

The Company's CIN as allotted by the Ministry of Corporate Affairs is L99999MH1987PLC042076.

Credit ratings

During the year under review, India Ratings and Research Private Limited (Ind-Ra) has upgraded Donear Industries Limited's (DIL) bank loans to 'IND BBB+' from 'IND BBB'. The Outlook is Stable.

The instrument-wise rating actions are given below:

Sr. No.	Facility/ Instrument	Name of the Agency	
1.	Fund-based working capital facilities	India Ratings and Research Private Limited (Ind-Ra)	IND BBB+/ Stable
2.	Term Loan		IND A2+
3.	Non-fund-based working capital facilities		IND BBB+/ Stable

Share Transfer System

About 99.98% of the equity shares of the Company are in dematerialized form.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed entities can be transferred only in dematerialised form, with effect from April 01, 2019. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

Pursuant to SEBI circular dated January 25, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

Shareholders holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialization and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

Dematerialization of Shares and liquidity:

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the Depositories in India viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The Company's shares are regularly traded on BSE and NSE in the electronic form.

VKM & Associates, Practicing Company Secretaries, carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is equivalent to aggregate of total number of shares in physical form and total number of shares in dematerialised form, held with both depositories.

Status of Dematerialization of Equity Shares as on March 31, 2026 is as under:

Particulars	No. of Shares	% of total Shares
NSDL	3,46,64,763	66.66
CDSL	1,73,26,861	33.32
Dematerialised	**5,19,91,624**	**99.98**
Physical	8,376	0.02
Total	**5,20,00,000**	**100.00**

Norms for furnishing of PAN, KYC, Bank details and Nomination

SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. In accordance with the SEBI circular, the folios wherein any one of the cited details / documents are not available, on or after 1st October 2023, are required to be frozen.

Following forms are also available on Company's website at www.donear.com.

S L . NO	PARTICULARS	FORM DETAILS
1.	Request for registering PAN, KYC details or changes/updation thereof	ISR-1
2.	Confirmation of signature of shareholder by the Banker (in case of major mismatch in the signature of the shareholder)	ISR-2
3.	Nomination Form	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration form for opting out/ cancellation of Nomination	ISR-3

Members holding shares in electronic form are requested to verify and update any change/ updation in their KYC details/ Bank mandate(s) or details of nomination immediately to their respective Depository Participants (NSDL or CDSL) with whom they are maintaining their demat accounts.

Distribution of Shareholding as on March 31, 2026

No. of Shares	No. of Shareholders	% of total Shareholders	No. of Shares	% of total Shares
1-500	14937	86.7623	1612740	3.1014
501-1,000	1137	6.6043	914152	1.7580
1,001-2,000	554	3.2179	850366	1.6353
2,001-3,000	168	0.9758	431064	0.8290
3,001-4,000	105	0.6099	374243	0.7197
4,001-5,000	76	0.4414	362333	0.6968
5,001-10,000	120	0.697	886476	1.7048
10,001 and above	119	0.6912	46568626	89.5551
Total	**17,216**	**100.00**	**5,20,00,000**	**100.00**

Shareholding Pattern as on March 31, 2026

	Category of Shareholder	No. of Shares	% Shareholding
A)	**Promoter and Promoter Group**	387,72,034	74.56
B)	**Public shareholding**		
	Institutions (Alternative Investment Funds)	2000	0.00
	Non-Institutions		
	Directors and their relatives (excluding independent directors and nominee directors)	1,11,750	0.21
	Key Managerial Personnel	3,151	0.01
	Individual share capital upto Rs. 2 Lakhs	65,52,555	12.60
	Individual share capital in excess of Rs. 2 lakhs	44,49,416	8.56
	Any other		
	IEPF	30,213	0.06
	HUF	939270	1.80
	Non-Resident Indian (NRI)	1,72,179	0.33
	LLP	16,078	0.03
	Clearing Members	11,251	0.02
	Bodies Corporate	9,38,452	1.80
	Director or Director's Relatives	1,651	0.00
	Total	**520,00,000**	**100.00**

Outstanding Global Depository Receipts / American Depository Receipts / Warrants or any convertible instruments, conversion date and likely impact on equity.

The Company has not issued any Global Depository Receipts / American Depository Receipts / Warrants or any convertible instruments during the year under review.

Unclaimed Dividend

Pursuant to the Section 124, 125 and other applicable provisions of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), all money transferred to the Unpaid Dividend Account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years from the date of transfer to such Unpaid Dividend Account, shall be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

Members are requested to note the following due date(s) for claiming the unpaid or unclaimed dividend declared by the Company for FY 2018-19 and thereafter –

Dividend for the year	Date of Declaration	Due date for transfer to the IEPF
2018-2019	September 23, 2019	October 29, 2026
2019-2020	September 25, 2020	October 31, 2027
2020-2021	September 21, 2021	October 27, 2028
2021-2022	September 21, 2022	October 27, 2029
2022-2023	September 25, 2023	October 31, 2030
2023-2024	September 27, 2024	November 02, 2031
2024-2025	September 30, 2025	November 02, 2032

Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s) are requested to make their claim to MUFG India Private Limited, Registrar and Transfer Agent, well in advance of the above due dates.

Transfer of Equity shares to IEPF

The equity shares in respect of which dividend has not been paid or claimed for 7 (Seven) consecutive years or more from the date of declaration will also be transferred to an account viz. IEPF Suspense Account, which is operated by the IEPF Authority pursuant to the IEPF Rules.

The details of shares transferred to IEPF is available on Company website at www.donear.com/investor.

Claiming of unclaimed dividends before transfer to IEPF

Shareholders are advised to make their claim for the unclaimed dividends in respect of the shares held by them, by contacting to our Registrar and Share Transfer Agents. Viz. MUFG India Private Limited.

Claiming of Shares/Dividends after transfer to IEPF

Members/Claimants whose shares, unpaid/ unclaimed dividends and other benefits arising on those shares have been transferred to the IEPF Authority, can claim the same by making an application to the IEPF Authority in e-Form IEPF-5 (available at www.iepf.gov.in) and by sending duly signed physical copy of the same to the Company along with requisite documents as prescribed in the instruction kit of e-Form IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

Address for Correspondence
Registered Office of the Company:
Donear Industries Limited
Donear House, 8th Floor, Plot No. A-50, Road No. 1,
MIDC, Andheri (East), Mumbai – 400 093.
Tel. No.: +91 22 6834 8100, Fax No.: +91 22 6834 8313
Email: investor@donear.com
Website: www.donear.com

Registrar and Transfer Agents

MUFG India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083.
Tel. No.: +91 22 4918 6000, Fax No.: +91 22 4918 6060
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in

Commodity price risk or Foreign exchange risk and hedging activities

The Company does not have any exposure hedged through commodity derivatives and hence, the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

The Company has entered into forward exchange contracts for hedge purpose and not intended for trading or speculation purposes.

The details of foreign currency exposures are disclosed in relevant notes forming part of the Financial Statements.

Plant Locations

Balaji Fabrics

Jolwa Village, Palsana, Surat, Gujarat.

Laxmi Fab.
Government Industrial Estate, Masat, Silvassa, Dadra & Nagar Haveli.

Balaji Industries
Dockmandi, Amli Village, Silvassa, Dadra & Nagar Haveli.

Laxmi Garment Fabrics
Bhotika House, Peenya Industrial Area, Bangalore, Karnataka.

Disclosures

Related Party Transactions

In line with the requirements under Regulation 23(1) of the Listing Regulations, the Company has formulated a Policy on Related Party Transactions ("Policy") which is also available on Company's website www.donear.com/investor. The objective of the Policy is to ensure proper approval, disclosure, and reporting of transactions as applicable, between the Company and any of its related parties. The Audit Committee of the Company grants omnibus approval for the Related Party Transactions (RPTs) which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length.

All transactions entered into by the Company with the Related Parties as defined under the Act and Regulation 2(1) (zb) of the Listing Regulations during the financial year were on arm's length basis and complied with the requirements of provisions of Section 188 of the Act. There were no material significant transaction(s) entered with Related Parties during the year under review. None of the transactions with Related Parties was in conflict with the interest of Company. Disclosure of transactions with related parties (including entity belonging to the Promoter/Promoter Group) as required under Listing Regulations and the applicable Accounting Standards have been given in the relevant note forming part of the Financial Statements.

Disclosure of Accounting Treatment

The Financial Statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 and other relevant provisions of the Act.

Management Discussion & Analysis

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations is forms part of the Director's Report.

CEO/CFO Certification

The Managing Director and the Chief Financial Officer of the Company have furnished their Certificate to the Board of Directors of the Company, regarding financial statements and the cash flow statement, as required under Regulation 17(8) read with Schedule II of Listing Regulations.

Subsidiary Company

The Company does not have any subsidiary, so the provision of framing Company's policy for determining material subsidiary(ies) of the Company is not applicable to the Company.

Details of non-compliance

The Company has complied with all applicable requirements of the SEBI Listing Regulations and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) from time to time.

During the last three financial years, no strictures or penalties were imposed by SEBI, the Stock Exchanges, or any other statutory authorities for non-compliance related to the capital markets, except for a fine imposed by BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") under Regulation 17(1), Regulation 19(1)/ 19(2) and Regulation 20(2)/ (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation").

The penalty arose due to cessation of an Independent Director upon the completion of tenure on September 25, 2025, the Company experienced a temporary cascading non-compliance across its Board and Committee structures for a period of 22 days (from September 26, 2025, to October 17, 2025).

Out of the total levied amounts, the Company has paid an initial amount of Rs. 48,600 to BSE and Rs. 2,13,840 to NSE. Further, the Company had submitted formal waiver applications to BSE and NSE in line with the SEBI SOP Circular. The waiver application submitted to NSE has not been accepted by NSE, whereas the waiver application submitted to BSE is currently pending for disposal. The Company has since taken corrective steps and ensured compliance with Regulation 17(1), Regulation 19(1)/ 19(2) and Regulation 20(2)/(2A).

Vigil Mechanism and Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Act, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Stakeholders to raise genuine concerns of any violations of legal or regulatory requirements, actual or suspected fraud or violation of the Company's code of conduct and ethical business practices. This Policy *inter-alia* provides to a Whistle Blower, adequate safeguard against victimization resulting out of availment of this mechanism and direct access to the Chairperson of the Audit Committee in exceptional cases. It is affirmed that no personnel have been denied access to the Audit Committee. This Policy is available on the website of the Company at www.donear.com/investor.

Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations

During the year under review, the Company has not raised any money through preferential issue or qualified institutions placement.

Secretarial Audit and Secretarial Compliance Report

M/s. Yogesh Sharma & Co., Practicing Company Secretaries, have conducted the Secretarial Audit of the Company for FY 2025-26. Their Audit Report confirms that the Company has complied with applicable provisions of the Act and the Rules made thereunder, Listing Regulations, other SEBI Regulations and laws applicable to the Company. The Secretarial Audit Report forms part of the Board's Report as an Annexure.

In accordance with the SEBI Circular dated February 8, 2019, the Company has obtained an Annual Secretarial Compliance Report from M/s. Yogesh Sharma & Co., Practicing Company Secretaries, confirming specifically, compliances with all applicable SEBI Regulations, Circulars and Guidelines for the year ended March 31, 2026.

Certificate on Non-disqualification of Directors

The Company has received a certificate from M/s. Yogesh Sharma & Co., Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Recommendations of the Committees of the Board

During the year under review, there were no instance, where the Board has not accepted any recommendations of any Committee(s) of the Board.

Total fees paid to Statutory Auditors

A total fee of ₹ 10.52 Lakhs for statutory audit (including out of pocket expenses) and ₹ 1.14 Lakh for other services was paid to M/s. M L Bhuwania & CO LLP , Statutory Auditor of the Company.

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

The details regarding constitution of Sexual Harassment Internal Complaints Committee, status of complaints and other information in this regard are provided in Director's Report forming part of the Annual Report.

Compliance with Mandatory requirements

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

Compliance with discretionary requirements

The Board: Our Chairman is a Managing Director and maintains the Chairman's office at the Company's expenses for the performance of his duties.

Shareholders' Rights: Quarterly, half-yearly and annual financial results of the Company are furnished to the Stock Exchanges and also published in the newspapers unless exempt by authority and uploaded on website of the Company. Significant events are also posted on the Company's website. Hence, no half-yearly results and significant events were sent to each of household of Shareholders.

Modified opinion(s) in audit report: The Company has its financial statements with unmodified opinion expressed by Statutory Auditors of the Company. The Company continues to adopt best practices to ensure regime of financial statements with un-modified opinion.

Other: The other Non-mandatory requirements will be implemented in due course as and when required and/or deemed necessary by the Board.

Declaration on Compliance of Code of Conduct

To,

The Members,

Donear Industries Limited

I hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended March 31, 2026.

For **Donear Industries Limited**

Rajendra Agarwal
Managing Director
DIN: 00227233

Place: Mumbai,
Date: May 30, 2026

CFO / CEO CERTIFICATION

We, the undersigned of the Company hereby certify that:

A. We have reviewed financials statements and the cash flow statement of Donear Industries Limited for year ended March 31, 2026 and to the best of our knowledge and belief:

1) These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;

2) These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company, during year ended March 31, 2026, which are fraudulent, illegal or violative of Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposes to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

(i) that there are no significant changes in internal control over financial reporting during such period;

(ii) that there are no significant changes in accounting policies during such period; subject to changes in the same and that the same have been disclosed in the Notes to the Financial Statements and

(iii) that there are no instances of significant fraud of which we become aware and the involvement there in, if any, of the Management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For **Donear Industries Limited**

Place: Mumbai,
Date: May 30, 2026

Rajendra Agarwal
Managing Director
DIN: 00227233

Ashok Agarwal
Chief Financial Officer

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,

The Members
Donear Industries Limited
Donear House, 8th Floor,
Plot No. A – 50, Road No. 1, MIDC,
Andheri (East) Mumbai 400093

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s DONEAR INDUSTRIES LIMITED** having CIN: **L99999MH1987PLC042076** and having registered office at Donear House, 8th Floor, Plot No. A - 50 Road No. 1, MIDC, Andheri (East) Mumbai- 400093 (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 our 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 ending on 31st March, 2026 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 by any other regulatory authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Rajendra Vishwanath Agarwal	00227233	29/09/1993
2	Mr. Ajay Vishwanath Agarwal	00227279	01/07/1998
3	Mr. Kishorsinh Dansinh Parmar	09692520	10/08/2022
4	*Mr. Hemant Raghunath Bharambe	05154422	11/11/2025
5	*Mrs. Harjeet Kaur Joshi	07085755	18/10/2025
6	Mr. Aniruddha Prabhakar Deshmukh	01389267	08/11/2023

* During the year under review,

- Mr. Hemant Raghunath Bharambe (DIN: 05154422) was appointed as an Independent Non-Executive Director with effect from 11th November, 2025.
- Mrs. Harjeet Kaur Joshi (DIN: 07085755) was appointed as an Independent Non-Executive Director with effect from 18th October, 2025

** During the year under review

- Mrs. Aparna Chaturvedi (DIN: 00028647) have ceased from her position as an Independent Non-Executive Director with effect from 29th May 2025, Due to personal commitments and other professional responsibilities
- Mrs. Medha Pattanayak (DIN: 07157952) have ceased from her position as an Independent Non-Executive Director with effect from 25th September 2025, due to completion of her tenure.
- Mr. Govind Shrikhande (DIN: 00029419) have ceased from his position as an Independent Non-Executive Director with effect from 10th November 2025, due to completion of his tenure

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

For Yogesh Sharma & Co
Practicing Company Secretary

Yogesh M Sharma
Proprietor
FCS No: 11305
COP No: 12366
UDIN: F011305H001061310
Peer Review: 1583/2021

Place: Mumbai,
Date: 10/08/2026

INDEPENDENT AUDITOR'S CERTIFICATE

TO THE MEMBERS OF DONEAR INDUSTRIES LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

1. We, M L BHUWANIA AND CO LLP, Chartered Accountants, the Statutory Auditors of **DONEAR INDUSTRIES LIMITED** (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2026, 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 the SEBI (Listing Obligations and Disclosure Requirements Regulations 2015 (the Listing Regulations")

Managements Responsibility

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

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2026 except the following-

   a) Regulations 17(1)(a), 17(1)(b) and 17(1)(c) of the SEBI LODR Regulations

      (i) During the aforesaid period, the Company did not have at least one woman director on its Board and less than 50% of the Board of Directors comprised non-executive directors, as required under Regulation 17(1)(a) of the SEBI LODR Regulations;

      (ii) the Company did not have the requisite proportion of Independent Directors on its Board, as required under Regulation 17(1)(b) of the SEBI LODR Regulations and

      (iii) the strength of the Board of Directors was below six directors, as required under Regulation 17(1)(c) of the SEBI LODR Regulations.

   b) Consequent to the cessation of the term of Independent director, the composition of the Nomination and Remuneration Committee (NRC) was not in compliance with Regulation 19(1) of the SEBI LODR Regulations, which requires the NRC to comprise at least three directors, as required under Regulations 19(1)(a) and 19(1)(c) , respectively, of the SEBI LODR Regulations.

   c) The composition of the Stakeholders' Relationship Committee (SRC) was not in compliance with Regulation 20(2A) of the SEBI LODR Regulations, which requires at least three directors, including at least one independent director, to be members of the Committee.

8. 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.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN:101484W/W100197

Ashishkumar Bairagra
Partner
Membership No.:109931
UDIN: 26109931BZSZKD1976

Place: Mumbai
Date: August 14, 2026

INDEPENDENT AUDITORS' REPORT

To,
The Members of **DONEAR INDUSTRIES LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **DONEAR INDUSTRIES LIMITED** ("the Company"), which comprise of the Standalone Balance Sheet as at March 31, 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and notes to the standalone financial statements including a summary of the material accounting policies and other explanatory information ("the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the 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 on the standalone financial statements.

Key Audit Matters

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

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

Key Audit Matter	Auditor's Response
A. Inventory Valuation	
As at March 31, 2026, the Company held ₹ 41,517.47 Lakhs of inventory representing 48.70% of total assets. Out of which stock amounting to ₹ 4,461.54 Lakhs is lying at third party on sale or return basis. Given the size of inventory value to the total assets of the company and the estimate and judgments involved in the valuation of the inventory, we considered the same as key audit matter. As disclosed in Note No. 2(F), inventories are held at the lower of cost or net realisable value determined by using the weighted average cost method, except for Dyes and Chemicals included in cost of Raw Material is determined on First-in first-out (FIFO) basis. The Company has established systems and processes, including a barcode-based inventory management system, to accurately track inventory movements for stock held at third-party locations. These processes are centrally managed by the head office to ensure consistency and effective control. Management undertakes the following procedure for determining valuation of closing inventory: • Use of physical verification report to arrive at the Inventory at the year end. • Carry out the Weighted Average cost working on quarterly basis to arrive at the valuation of the raw material. • Use Inventory ageing report to identify slow moving & non-moving inventory to evaluate write down, if any, required; • Perform a line-by-line analysis of remaining inventory to ensure it is stated at the lower of cost or net realizable value and a specific write down is recognized wherever required.	Our audit procedures in relation to inventory valuation and existence included, among others: • Evaluated the design and tested the operating effectiveness of internal controls relating to inventory recording, movement, valuation, and monitoring. • Attended physical inventory verification at selected locations and performed test counts on a sample basis. • Obtained confirmation for inventories held at third-party locations and performed alternate audit procedures where confirmations were not received. • Tested the costing methodology adopted by the management and verified compliance with the applicable accounting standards. • Assessed the appropriateness of management's determination of net realisable value by comparing recent selling prices and estimated future demand. • Reviewed ageing analysis of inventories and assessed adequacy of provisions for slow-moving, damaged, and obsolete items. • Performed analytical procedures on inventory turnover ratios, gross margins, and consumption patterns. Based on the procedures performed, the management's assessment relating to valuation and existence of inventories was considered reasonable.

Key Audit Matter	Auditor's Response
B. Expected Credit Loss (ECL) on Trade Receivables	
Trade receivables form a significant portion of the Company's current assets. The Company applies the Expected Credit Loss ("ECL") model in accordance with Indian Accounting Standard (Ind AS) 109 for impairment assessment. The determination of ECL involves significant management judgment, including assumptions relating to historical default patterns, customer creditworthiness, and forward-looking economic factors. Accordingly, this has been identified as a Key Audit Matter.	Our audit procedures included: • Evaluating the design and implementation of controls over receivables and ECL computation • Testing the ageing analysis of trade receivables • Assessing the reasonableness of management assumptions and estimates • Reviewing subsequent collections and customer payment history • Verifying adequacy of disclosures in the financial statements Based on our audit procedures, we found the assumptions and estimates used by management to be reasonable.

Other Information

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 consolidated financial statements, the standalone financial statements and our respective Auditors' Report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the 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 during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Standalone Financial Statements

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

In preparing the standalone financial statements, management and 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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.

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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue

as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone f 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.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid standalone financial statements have been kept by the Company so far as it appears from our examination of those books.

   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015.

   e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, please refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

      In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note No. 32 to the standalone financial statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

      iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other 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 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. As stated in Note 50(ii) to the financial statements

a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination which included test checks the company, have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the company as per the statutory requirements for record retention.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W / W100197

Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931NPPIMK8959

Place: Mumbai
Date: May 30, 2026

ANNEXURE A TO THE AUDITOR'S REPORT

Referred to in paragraph 1 of '**Report on Other Legal and Regulatory Requirements'** section of our report of even date on the standalone financial statements of **DONEAR INDUSTRIES LIMITED** for the year ended March 31, 2026.

On the basis of the records produced before us for our verification / perusal, such checks as we considered appropriate, and in terms of information and explanation given to us on our enquiries, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of Intangible Assets.

(b) The Property, Plant and Equipment of the Company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies were noticed between the book records and the physical verification.

(c) Based on our examination, we report that, the title of all the immovable properties disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company, other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) as amended and rules made thereunder.

(ii) (a) During the year, physical verification of the inventory has been conducted at reasonable intervals and in our opinion the coverage and procedure of such verification is appropriate. Discrepancies noticed were not more than 10% and have been properly dealt with in the books of accounts.

(b) The Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, from banks on the basis of security of current assets during the year and the quarterly returns or statements filed by the company with such banks are in agreement with the books of accounts of the company. There was no sanctioned working capital limit from financial institutions during the year.

(iii) The Company has not provided any loan, guarantee or security, to companies, firms, Limited Liability Partnerships or any other parties during the current financial year,

(a) The Company has not provided loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) The Company has not made any investment, has not provided any advances in the nature of loans or stood guarantee, or provided security to any other entity during the year and hence reporting under clause 3(iii)(b) of the order is not applicable.

(c) There are no loans or advances in the nature of loans outstanding during the year, and hence reporting under clause 3(iii)(c) of the order is not applicable.

(d) There are no amount of loans or advances in the nature of loans, which are overdue for more than ninety days, and hence reporting under clause 3(iii)(d) of the order is not applicable.

(e) The Company has not provided any loans or advances in the nature of loans during the year, and hence reporting under clause 3(iii)(e) of the order is not applicable.

(f) The Company has not provided any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year, and hence reporting under clause 3(iii)(f) of the order is not applicable.

(iv) Section 185 and Section 186 of the Act is not applicable as there were no loans, investments, guarantees and securities provided during the year covered by Section 185 and Section 186 of the Act. Hence reporting under clause 3(iv) of the order is not applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits, and hence reporting under clause 3(v) of the Order is not applicable.

(vi) The Central Government has prescribed maintenance of cost records for the Company under sub section (1) of Section 148 of the Act, and such accounts and records have been made and maintained by the Company. However, no detailed examination of such records have been carried out by us.

(vii) (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Labour Welfare Fund, Cess, and other statutory dues to the appropriate authorities. The Company does not have any liabilities in respect of statutory dues such as Sales Tax, Service Tax, Duty of Custom, Duty of Excise and Value Added Tax, as these were subsumed under GST with effect from July 01, 2017.

There were no undisputed amounts payable in respect above statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited on account of disputes.

(viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) According to the information and explanation given to us, company has applied the term loan for the purpose for which loan was obtained.

(d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long term purposes by the company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate. The Company does not have a subsidiary or joint ventures and hence reporting under clause 3(ix)(f) of the Order is not applicable.

(f) The Company has not raised any loans during the year on pledge of securities held in its associate. The Company does not have a subsidiary or joint ventures and hence reporting under clause 3(ix)(f) of the Order is not applicable.

(x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and through term loans during the year, and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally), and hence reporting under clause 3(x)(b) of the Order is not applicable.

(xi) (a) No fraud by the Company and no fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rule, 2014 with the Central Government, during the year and upto the date of this report.

(c) There are no whistle blower complaints received by the Company during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable.

(xii) The Company is not a Nidhi Company, and hence reporting under clause 3(xii) of the Order is not applicable.

(xiii) According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

(xv) In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors, and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.

(xvi) (a) The Company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934, and hence reporting clause 3(xvi) (a) of the Order is not applicable to the Company.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities, hence reporting under clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, hence reporting under clause 3(xvi)(c) of the Order is not applicable.

(d) In our opinion and as per the information provided to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and hence reporting under clause 3(xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) During the year, the statutory auditors resigned, and no issues, objections, or concerns were raised by the outgoing auditors.

(xix) On the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of section 135 of the said Act, and hence reporting under clause 3(xx)(a) of the Order is not applicable for the year.

(b) There are no amounts remaining unspent in respect of ongoing projects relating to the current year and previous year.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W / W100197

Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931NPPIMK8959

Place: Mumbai
Date: May 30, 2026

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

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

Referred to in paragraph 2(f) of **'Report on Other Legal and Regulatory Requirements'** section of the Independent Auditor's Report on the standalone financial statements of the Company for the year ended March 31, 2026.

Opinion

We have audited the internal financial controls over financial reporting of **DONEAR INDUSTRIES LIMITED** ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, to the best of our knowledge and according to the information and explanations provided to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W / W100197

Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931NPPIMK8959

Place: Mumbai
Date: May 30, 2026

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2026

(₹ in Lacs)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
I ASSETS					
(1) **Non - Current Assets**					
(a) Property, Plant and Equipment	3	8,814.77		8,174.11	
(b) Capital Work-in-progress	4	1,067.40		1,118.74	
(c) Investment Property	5	1,106.90		1,324.65	
(d) Intangible Assets	6	77.27		110.00	
(e) Right Of Use Assets	7	185.39		-	
(f) Financial Assets					
(i) Investment	8	760.42		760.42	
(ii) Other Non-Current Financial Assets	9	559.96		621.72	
(g) Deferred Tax Assets (Net)	10	375.61		430.93	
(h) Other Tax Assets (Net)	11	36.09		164.22	
(i) Other Non-Current Assets	12	512.35	13,496.16	867.99	13,572.78
(2) **Current Assets**					
(a) Inventories	13	41,517.47		36,307.24	
(b) Financial Assets					
(i) Trade Receivables	14	22,261.55		21,395.93	
(ii) Cash and Cash Equivalents	15	411.63		169.62	
(iii) Bank balances other than (ii) above	16	756.26		828.70	
(iv) Other Current Financial Assets	17	1,247.66		235.81	
(c) Other Current Assets	18	5,558.06	71,752.63	6,268.66	65,205.96
TOTAL ASSETS			**85,248.79**		**78,778.74**
II EQUITY AND LIABILITIES					
EQUITY					
(1) **Shareholder's fund**					
(a) Equity Share Capital	19	1,040.00		1,040.00	
(b) Other Equity	20	26,653.47	27,693.47	22,432.07	23,472.07
LIABILITIES					
(2) **Non-current liabilities**					
(a) Financial Liabilities					
(i) Non Current Borrowings	21	35.94		512.74	
(ii) Lease Liabilities	22	170.52		-	
(iii) Other Financial Liabilities	23	3,342.90		3,506.38	
(b) Other Non Current Liabilities	24	146.08	3,695.44	107.80	4,126.92
(3) **Current liabilities**					
(a) Financial Liabilities					
(i) Current Borrowings	25	42,494.69		38,456.55	
(ii) Lease Liabilities	26	7.35		-	
(iii) Trade Payables	27				
- Total outstanding dues of Micro Enterprises and Small Enterprises		1,740.26		271.89	
- Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		5,853.57		8,524.47	
(iv) Other Current Financial Liabilities	28	533.09		61.42	
(b) Other Current Liabilities	29	1,105.29		2,287.99	
(c) Provisions	30	816.33		527.74	
(d) Current Tax Liabilities (Net)	31	1,309.29	53,859.88	1,049.69	51,179.75
TOTAL EQUITY AND LIABILITIES			**85,248.79**		**78,778.74**
Contingent Liabilities and Commitments	32				
Summary of material accounting policies	2				

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

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

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Ashishkumar Bairagra
Partner
Membership No.109931

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Place : Mumbai
Date : 30th May, 2026

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lacs)

Particulars	Note No.	2025-26	2024-25
Revenue from operations	33	91,247.46	91,369.78
Other income	34	1,604.83	727.91
TOTAL INCOME		**92,852.28**	**92,097.69**
Expenses			
Cost of Materials Consumed	35	36,617.66	29,344.81
Purchases of stock-in-trade	36	13,994.41	21,442.15
Changes in inventories of finished goods, work-in-progress and stock-in-trade	37	(3,809.68)	(2,006.69)
Employee benefits expenses	38	10,081.70	9,132.11
Finance costs	39	3,047.53	3,223.25
Depreciation and Amortisation expense	40	1,397.33	1,311.03
Other expenses	41	25,594.24	25,188.02
TOTAL EXPENSES		**86,923.20**	**87,634.68**
Profit before exceptional items and tax		5,929.08	4,463.01
Exceptional items		-	-
Profit before tax for the year		**5,929.08**	**4,463.01**
Less: Tax Expenses			
Current tax			
of Current Year		1,522.90	1,355.00
of Earlier Years		-	76.56
Deferred tax			
of Current Year		59.75	(157.37)
TOTAL TAX EXPENSES		**1,582.65**	**1,274.19**
Profit after tax for the year	(A)	**4,346.44**	**3,188.82**
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		9.77	(9.10)
(ii) Income tax relating to items that will be reclassified to profit or loss		(4.44)	2.29
B. (i) Items that will be not be reclassified to profit or loss		(35.24)	(81.31)
(ii) Income tax relating to items that will not be reclassified to profit or loss		8.87	20.46
Total Other Comprehensive Income for the year	(B)	(21.04)	(67.66)
Total comprehensive Income for the year	(A+B)	**4,325.39**	**3,121.16**
Earning per equity share :	42		
(1) Basic Earning Per Share		**8.36**	**6.13**
(2) Diluted Earning Per Share		**8.36**	**6.13**
(3) Face Value Per Share		**2.00**	**2.00**
Summary of material accounting policies	2		

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

This is the standalone statement of profit and loss
referred to in our report of even date

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No.109931

Place : Mumbai
Date : 30th May, 2026

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lacs)

Particulars	Note No.	2025-26		2024-25	
I CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before tax as per Statement of Profit & Loss			**5,929.08**		**4,463.01**
Adjustment for :					
(a) Depreciation and amortisation expenses		1,397.33		1,311.03	
(b) Interest Expenses		2,854.79		3,006.26	
(c) Interest Income		(336.55)		(89.65)	
(d) Rent Expense and Rent Income		2.80		-	
(e) (Profit) / Loss on sale of property, plant and equipment		1.55		-	
(f) Property,Plant and Equipment Written Off		-		2.41	
(g) Allowance for Expected Credit Loss		308.50		477.47	
(h) Unrealised Foreign Exchange rate difference(Net)		1,081.94		121.29	
(i) Sundry Balance written Off (Net)		92.35		4.75	
(j) IND AS Adjustment		-		(60.05)	
(k) Fair Valuation of Forward Contract through FVOCI		9.77		(9.10)	
(l) Mark to market of forward contracts		(915.10)	4,497.39	-	4,764.41
Operating Profit Before Working Capital Changes			**10,426.47**		**9,227.42**
Adjustment for :					
(a) (Increase) / Decrease in trade and other receivables		(461.42)		(3,967.74)	
(b) (Increase) / Decrease in inventories		(5,210.21)		(3,441.08)	
(c) Increase / (Decrease) in trade, other Payables and provisions		(1,853.04)	(7,524.68)	(1,058.53)	(8,467.35)
Cash Generated From Operations			**2,901.79**		**760.07**
(a) Direct Tax Paid (Net)			(1,341.32)		(813.87)
Net Cash from/(used) Operating Activities	**Total (I)**		**1,560.47**		**(53.79)**
II CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment and intangible assets (Including adjustment for Capital work in process)		(1,322.07)		(2,664.30)	
Sales Proceeds from disposal of property, plant and equipment		0.45		(0.34)	
Fixed Deposits with Bank		72.44		795.17	
Interest Income received		50.88		89.65	
Net Cash from/(used) Investing Activities	**Total (II)**		**(1,198.31)**		**(1,779.82)**
III CASH FLOW FROM FINANCING ACTIVITIES					
Repayment of Non Current Borrowings		(476.80)		(874.22)	
Proceeds from Current Borrowings		2,909.60		5,970.11	
Interest Paid		(2,434.06)		(3,006.26)	
Repayment of Lease liabilities		(15.86)		-	
Dividend Paid		(104.00)		(104.00)	
Net Cash from/(used) Financing Activities	**Total (III)**		**(121.12)**		**1,985.64**
Net Increase/(decrease) in Cash and Cash Equivalents (I+II+III)	**Total**		**241.04**		**152.03**
OPENING BALANCE OF CASH AND CASH EQUIVALENTS			169.62		17.39
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS			410.66		169.42
	Total		**241.04**		**152.03**
Notes :					
(1) **Cash and cash equivalants include:** (Refer Note No 15)					
(a) Cash in hand		27.05		23.82	
(b) Balance with Scheduled Banks					
in Current Accounts		384.58	411.63	145.80	169.62
Unrealised translation gain/(loss)			(0.97)		(0.20)
	Total		**410.66**		**169.42**
(2) Interest received on delayed payments from Customers (Rs.72.66 Lacs) (Previous Year Rs.46.30 Lacs) has been considered as cash flow from Operating Activities.					
(3) The cash flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard (IND AS 7) statement of cash flows.					

This is the standalone statement of cash flow referred to in our report of even date

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No.109931

Place : Mumbai
Date : 30th May, 2026

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

A. Equity

Statement of Changes in Equity

(₹ in Lacs)

Particulars	No. of Shares	Amount
Balance as at March 31, 2024	**52,000,000**	**1,040**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2025	**52,000,000**	**1,040**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2026	**52,000,000**	**1,040**

B. Other Equity **(₹ in Lacs)**

Particulars	Reserves and Surplus		Other items of Other comprehensive income		Total
	General Reserves	Retained Earnings	Remeasurement of net defined benefit plans	Hedging Reserves	
Balance as at 31st March, 2024	**3,499.41**	**16,004.80**	**(90.78)**	1.48	**19,414.91**
Profit for the year	-	3,188.82	-	-	3,188.82
Final Dividend paid	-	(104.00)	-	-	(104.00)
Hedging Profit	-	-	-	(6.81)	(6.81)
Remeasurement of Defined Benefit Plan	-	-	(60.85)	-	(60.85)
Balance as at 31st March, 2025	**3,499.41**	**19,089.62**	**(151.63)**	**(5.33)**	**22,432.07**
Profit for the year	-	4,346.44	-	-	4,346.44
Final Dividend paid	-	(104.00)	-	-	(104.00)
Hedging Profit	-	-	-	5.33	5.33
Remeasurement of Defined Benefit Plan	-	-	(26.37)	-	(26.37)
Balance as at 31st March, 2026	**3,499.41**	**23,332.06**	**(178.00)**	**-**	**26,653.47**

This is the Standalone Statements of Changes in Equity referred to in our report of even date

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Ashishkumar Bairagra
Partner
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Rajendra V. Agarwal
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Whole time Director
DIN No. 00227279

Place : Mumbai
Date : 30th May, 2026

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

NOTES TO THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

1 General Inofrmation

Donear Industries Limited ("DIL" or "The Company") is an existing public limited company incorporated on 01/01/1987 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 Donear House, 8th Floor, Plot No. A- 50, Road No. 1, MIDC , Andheri (East), Mumbai- 400093. The Company is manufaturer of fabrics having its own brand name "Donear" and also trading in garments under the brand name of "Dcot". The Company sell its product through multiple channels including wholesale, retail and franchisee etc. during the year ended 31st March' 2026. The equity shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

2 Material Accounting Policies

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

(A) Basis Of Preparation Of Financial Statements

i) Compliance with Ind AS

The standalone 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, including the presentation and disclosure requirements of Division II of Schedule III to the act.

The standalone financial statements were authorized for issue by the Company's Board of Directors on 30th May, 2026.

These standalone 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 (upto 2 decimals) as per requirement of Schedule III, unless otherwise indicated. Further, '0' denotes amount less than Rs. 500.

ii) Basis of Measurement

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual and going concern basis. The standalone 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 standalone 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 circumtances. Difference between actual results and estimate related to accounting estimates are recognised prospectively.

The said estimates are based on facts and events, that exists 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 de-recognition 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

Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108.

(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 standalone 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 it 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) Property, Plant & Equipment are stated at cost less accumulated depreciation.

(b) Depreciation is provided on a pro rata basis on the written down value 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.

(vi) Property, Plant & Equipments 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.

(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

The Company assesses at contract inception whether a contract is, or contains, a lease. At the commencement date, the Company recognises a right-of-use asset and a corresponding lease liability for all leases, except short-term leases and leases of low-value assets. The lease liability is measured at the present value of future lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The right-of-use asset is measured at cost and is subsequently depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset. Interest on the lease liability is recognised using the effective interest method. Payments relating to short-term leases and leases of low-value assets are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(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 :

(I) Sales

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

(a) Sales are recognised when the company satisfies a performance obligation by transferring control of the products to the customer. The control of the products is said to have been transferred to the customer when the products are delivered to the customer, the customer has significant risks and rewards of the ownership of the product or when the customer has accepted the product. The revenue is recognised net of estimated rebates/ discounts.

(b) Revenue is measured at the amount of transaction price. Amounts disclosed as revenue are net of returns, rebates and discounts, goods and service tax

(ii) The Company recognizes revenue from sale of services when:

(a) The amount of revenue can be measured reliably.

(b) It is probable that future economic benefits associated with the transaction will flow to the Company.

(c) The stage of completion of the transaction at the end of the reporting period can be measured reliably.

(d) The cost incurred for transaction and the cost to complect the transaction can be measured reliably.

(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 Company 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) Dividends

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 Company, 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.

(III) Derivatives

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

(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:

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

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

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 recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

(b) Defined Contribution plan:

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

(O) Foreign currency translation

(i) Functional and presentation currency

Items included in the standalone financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The standalone 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 Company 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 standalone 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 standalone 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 standalone 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).

(Y) Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

Ind AS 1, Presentation of Financial Statements, applicable w.e.f April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on the classification of liabilities with covenants. The Company has no impact of these amendments in its classification criteria of current and non-current liabilities.

Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax. The Company has no impact of these amendments in its top-up taxes are recognized as current tax expenses.

Note No. 3 - PROPERTY, PLANT AND EQUIPMENT

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Freehold Land	785.01	-	-	**785.01**	-	-	-	-	**-**	**785.01**
2.	Factory Building	2,932.67	-	-	**2,932.67**	1,637.91	120.69	-	-	**1,758.60**	**1,174.07**
3.	Office Premises	1,814.17	-	-	**1,814.17**	612.29	60.28	-	-	**672.57**	**1,141.59**
4.	Residential Building	21.27	-	-	**21.27**	6.81	0.70	-	-	**7.51**	**13.76**
5.	Plant & Machinery	6,702.09	1,346.00	-	**8,048.09**	3,045.43	561.86	-	-	**3,607.29**	**4,440.80**
6.	Electrical Installation	206.99	75.08	-	**282.07**	164.95	9.31	-	-	**174.26**	**107.81**
7.	Furniture & Fixtures	1,673.69	87.38	-	**1,761.08**	1,032.75	153.55	-	-	**1,186.30**	**574.77**
8.	Computer	448.09	32.58	-	**480.67**	325.57	68.01	-	-	**393.57**	**87.09**
9.	Vehicle	464.57	172.89	25.18	**612.27**	196.57	93.49	-	23.19	**266.88**	**345.40**
10.	Air Conditioner	230.40	11.36	-	**241.76**	156.64	28.99	-	-	**185.63**	**56.13**
11.	Office Equipment	343.55	42.71	-	**386.26**	269.45	28.47	-	-	**297.92**	**88.34**
	Total Property, Plant and Equipment	**15,622.49**	**1,768.01**	**25.18**	**17,365.31**	**7,448.38**	**1,125.35**	**-**	**23.19**	**8,550.54**	**8,814.77**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025	As at 01.04.2024	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2025	As at 31.03.2025
1.	Freehold Land	683.34	101.67	-	**785.01**	-	-	-	-	**-**	**785.01**
2.	Factory Building	2,932.67	-	-	**2,932.67**	1,504.70	133.21	-	-	**1,637.91**	**1,294.76**
3.	Office Premises	1,814.17	-	-	**1,814.17**	548.81	63.48	-	-	**612.29**	**1,201.88**
4.	Residential Building	21.27	-	-	**21.27**	6.07	0.74	-	-	**6.81**	**14.46**
5.	Plant & Machinery	5,475.67	1,226.41	-	**6,702.09**	2,555.31	490.13	-	0.00	**3,045.43**	**3,656.66**
6.	Electrical Installation	202.08	4.91	-	**206.99**	158.87	6.08	-	-	**164.95**	**42.04**
7.	Furniture & Fixtures	1,344.42	329.28	-	**1,673.69**	893.33	139.43	-	0.01	**1,032.75**	**640.94**
8.	Computer	347.84	100.25	-	**448.09**	253.93	71.64	-	-	**325.57**	**122.52**
9.	Vehicle	334.01	196.50	65.93	**464.57**	216.41	44.01	-	63.85	**196.57**	**268.00**
10.	Air Conditioner	192.46	37.94	-	**230.40**	124.56	32.08	-	-	**156.64**	**73.76**
11.	Office Equipment	309.67	33.88	-	**343.55**	251.65	17.80	-	-	**269.45**	**74.09**
	Total Property, Plant and Equipment	**13,657.59**	**2,030.83**	**65.93**	**15,622.49**	**6,513.64**	**998.60**	**-**	**63.86**	**7,448.38**	**8,174.11**

Note No. 4 - CAPITAL WORK IN PROGRESS

(₹ in Lacs)

Sr. No.	Particulars of Assets	As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026
1.	Plant & Machinery	1,096.58	1,140.88	1,211.34	**1,026.12**
2.	Furniture & Fixtures	22.16	19.12	-	**41.27**
3.	Electrical Installation	-	1.40	1.40	**-**
4.	Furniture & Fixtures	-	17.72	17.72	**-**
	Total Capital Work-In-Progress #	**1,118.74**	**1,179.12**	**1,230.46**	**1,067.40**

(₹ in Lacs)

Sr. No.	Particulars of Assets	As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025
1.	Plant & Machinery	572.04	1,532.14	1,007.60	**1,096.58**
2.	Furniture & Fixtures	268.84	112.95	359.63	**22.16**
3.	Electrical Installation	-	-	-	**-**
4.	Furniture & Fixtures	-	-	-	**-**
	Total Capital Work-In-Progress #	**840.88**	**1,645.08**	**1,367.22**	**1,118.74**

	# Ageing for capital work-in-progress as at March 31, 2026 is as follows:					**(₹ in Lacs)**
Sr. No.	**Particulars of Assets**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
1	Plant & Machinery	945.79	27.74	26.59	26.01	1,026.12
2	Furniture & Fixtures	19.12	22.16	-	-	41.27
	Total	**964.90**	**49.90**	**26.59**	**26.01**	**1,067.40**

	# Ageing for capital work-in-progress as at March 31, 2025 is as follows:					**(₹ in Lacs)**
Sr. No.	**Particulars of Assets**	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
1	Plant & Machinery	993.73	76.84	-	26.01	1,096.58
2	Furniture & Fixtures	22.16	-	-	-	22.16
	Total	**1,015.89**	**76.84**	**-**	**26.01**	**1,118.74**

Note No. 5 - INVESTMENT PROPERTY

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Office Premises	983.72	-	-	**983.72**	353.35	30.40	-	-	**383.76**	**599.96**
2.	Electrical Installation	133.21	-	-	**133.21**	110.58	5.99	-	-	**116.57**	**16.64**
3.	Furniture & Fixtures	1,293.24	-	-	**1,293.24**	661.28	163.48	-	-	**824.76**	**468.49**
4.	Air Conditioner	52.06	-	-	**52.06**	47.13	2.22	-	-	**49.35**	**2.71**
5.	Office Equipment	120.32	-	-	**120.32**	85.56	15.65	-	-	**101.21**	**19.10**
	Total Investment Property	**2,582.55**	**-**	**-**	**2,582.55**	**1,257.91**	**217.75**	**-**	**-**	**1,475.65**	**1,106.90**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025	As at 01.04.2024	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2025	As at 31.03.2025
1.	Office Premises	983.72	-	-	**983.72**	321.41	31.94	-	-	**353.35**	**630.37**
2.	Electrical Installation	125.76	7.45	-	**133.21**	103.78	6.81	-	-	**110.58**	**22.63**
3.	Furniture & Fixtures	1,146.82	174.71	28.29	**1,293.24**	471.16	197.44	-	7.32	**661.28**	**631.97**
4.	Air Conditioner	52.06	-	-	**52.06**	43.08	4.05	-	-	**47.13**	**4.93**
5.	Office Equipment	114.26	6.05	-	**120.32**	59.56	26.00	-	-	**85.56**	**34.75**
	Total Investment Property	**2,422.63**	**188.22**	**28.29**	**2,582.55**	**998.99**	**266.24**	**-**	**7.32**	**1,257.91**	**1,324.65**

Amount recognised in profit or loss for Investment Properties

	Particulars	As at 31.03.2026	As at 31.03.2025
1.	Rental Income	799.90	821.01
2.	Direct operating expenses.	418.96	326.60
3.	There are no restrictions on the realisability of investment property.		
4.	The Company is using same life for the same class of asset as applicable for property plant and equipment.		
5.	The Company is currently using the property as godown for old machinery.		
	Fair Value		
1.	Investment property - The fair value of Investment Property comprising Land and Building has not been ascertained as at the reporting date, as no separate valuation has been carried out by an independent registered valuer.		
2.	The range of estimates within which fair value is highly likely to be- Between Rs.60 Crores to 75 Crores		

Note No. 6 - INTANGIBLE ASSETS

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Computer Software	309.79	19.28	-	**329.07**	199.80	52.01	-	-	**251.81**	**77.27**
	Total Other Intangible Assets	**309.79**	**19.28**	**-**	**329.07**	**199.80**	**52.01**	**-**	**-**	**251.81**	**77.27**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION					NET CARRYING AMOUNT
		As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025	As at 01.04.2024	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2025	As at 31.03.2025
1.	Computer Software	276.67	33.12	-	**309.79**	153.61	46.19	-	-	**199.80**	**110.00**
	Total Other Intangible Assets	**276.67**	**33.12**	**-**	**309.79**	**153.61**	**46.19**	**-**	**-**	**199.80**	**110.00**

Note No. 7. - RIGHT OF USE ASSETS

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Right of use Assets	-	187.62	-	**187.62**	-	2.23	-	-	**2.23**	**185.39**
	Total Other Intangible Assets	**-**	**187.62**	**-**	**187.62**	**-**	**2.23**	**-**	**-**	**2.23**	**185.39**

Note: Right-of-use assets have been presented separately in accordance with Schedule III to the Companies Act, 2013. There was no right-of-use asset recognised as at 31 March 2025; accordingly, the opening balance as at 1 April 2025 is Nil.

8. INVESTMENT

Particulars	Face Value	As at 31.03.2026		As at 31.03.2025	
	(Amount in ₹)	Qty	(₹ in Lacs)	Qty	(₹ in Lacs)
Unquoted Equity Instruments:-					
Investment in Others (at FVTPL):					
Palsana Enviro Protection Ltd.	100	72,000	98.40	72,000	98.40
OCM Flooring Private Limited	10	18,000	1.80	18,000	1.80
Investment in Associate(at Cost)					
Neo Stretch Private Limited	10	66,02,200	660.22	66,02,200	660.22
Total			**760.42**		**760.42**

9 OTHER NON CURRENT FINANCIAL ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)		
(a) Security Deposits	559.44	485.96
(b) Loan to Staff	-	135.76
(c) Fixed deposit with banks having maturity period of more than 12 Months.	0.52	-
Total	**559.96**	**621.72**

10 DEFERRED TAX ASSETS (Net)

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Deferred tax Assets (Net) (Refer Note 10.1)	375.61	430.93
Total	**375.61**	**430.93**

Note No.: 10.1 (₹ in Lacs)

Particulars	As at 01.04.2025	Recognised in statement of profit and loss	Recognised in OCI	As at 31.03.2026
Deferred Tax Assets/(Liabilities)				
Property, plant and equipment/Investment Property/Other Intangible Assets	68.91	(7.42)	-	61.49
Fair Value through Profit & Loss	(348.54)	(15.07)	-	(363.61)
Hedging Reserves	4.44	-	(4.44)	-
Expenses allowable under income tax on payment basis	187.26	121.67	8.87	317.79
Forward Contract MTM	-	(234.67)	-	(234.67)
ROU Asset/Lease Liability	-	(1.89)	-	(1.89)
Allowance for Bad & Doubtful Debts	518.86	77.64	-	596.50
	430.93	**(59.75)**	**4.43**	**375.61**

Particulars	As at 01.04.2024	Recognised in statement of profit and loss	Recognised in OCI	As at 31.03.2025
Deferred Tax Assets/(Liabilities)				
Property, plant and equipment/Investment Property/Other Intangible Assets	70.26	(1.35)	-	68.91
Fair Value through Profit & Loss	(326.61)	(21.93)	-	(348.54)
Hedging Reserves	2.15	-	2.29	4.44
Expenses allowable under income tax on payment basis	108.90	57.89	20.46	187.26
Allowance for Bad & Doubtful Debts	396.10	122.76	-	518.86
	250.81	**157.37**	**22.76**	**430.93**

Income tax

The major components of income tax expense for the year ended 31.03.2026

Particulars	For the year ended 31 March, 2026	For the year ended 31 March, 2025
Profit and Loss:		
Current tax – net of reversal of earlier years : Rs. Nil (31 March 2025 - ₹ 76.56 L)	1,522.90	1,431.56
Deferred Tax – net of reversal of earlier years : Rs. Nil (31 March 2025 - ₹ Nil)	59.75	(157.37)
Income Tax Expenses	**1,582.65**	**1,274.19**

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

Particulars	For the year ended 31 March, 2026	For the year ended 31 March, 2025
Profit before income tax expense	5,929.08	4,463.01
Tax at the Indian tax rate 25.168% (Previous Year 25.168%)	1,492.26	1,123.25
Add: Items giving rise to difference in tax		
Effect of non-deductible expenses	54.87	41.26
House Property Standard Deduction	(56.58)	(57.98)
Depreciation as per Income Tax for Rental Premises	36.84	41.58
Tax adjustment of earlier years	-	76.56
Others	55.26	49.50
Income Tax Expenses	**1,582.65**	**1,274.19**

Note: The figures have been regrouped/reclassified, wherever necessary.

11. NON-CURRENT TAX ASSETS

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	Advance Tax and Tax deducted at source [Net of Current Tax provision)	36.09	164.22
	Total	**36.09**	**164.22**

12. OTHER NON-CURRENT ASSETS

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)			
(a)	Capital Advances	309.28	689.00
(b)	Other Deposits	-	25.11
(c)	Advance recoverable in cash or in kind or for value to be received	203.07	153.88
	Total	**512.35**	**867.99**

13. INVENTORIES

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	Raw Material	7,277.07	6,425.16
(b)	Semi Finished Goods	1,815.23	2,838.02
(c)	Finished Fabrics (Refer Note No. 13.1)	22,066.82	16,692.11
(d)	Finished Apparels (Refer Note No. 13.2)	8,211.52	8,753.76
(e)	Stores & Tools	1,029.43	641.18
(f)	Packing Material	1,117.39	957.01
	Total	**41,517.47**	**36,307.24**

Note No 13.1: Finished Fabrics inventory includes Goods in Transit ₹ 171.91 lacs (as at 31.03.2025 - ₹ 86.80 lacs)

Note No 13.2: Finished Apparels Inventory includes Goods available with Third Parties on SOR Basis - ₹ 4461.54 (as at 31.03.2025 - ₹ 4798.18 Lacs)

14. TRADE RECEIVABLES

Particulars		As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(Unsecured)					
(a)	Considered Good (Refer No. 14.1 & 14.2)	**22,261.55**		**21,395.93**	
(b)	Considered Doubtful	**2,370.08**		**2,061.58**	
		24,631.63		23,457.51	
	Less: Impairment loss under Expected Credit Loss model	**2,370.08**	22,261.55	**2,061.58**	21,395.93
	Total		**22,261.55**		**21,395.93**

Movement in the allowance of Expected Credit Loss

Particulars		As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a)	Balance at the beginning of the year	2,061.58		1,573.69	
(b)	Less: Amounts written off during the year (net)	-	2,061.58	-	1,573.69
(c)	Changes in allowance for doubtful receivables		308.50		487.89
(d)	Balance at end of the year		2,370.08		2,061.58

Debtors ageing format for Annual report notes

14.1

Ageing for trade receivables - billed - non-current outstanding as at March 31, 2026 is as follows:							(₹ in Lacs)
Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade receivables - considered goods	14,120.06	6,597.24	720.38	1,493.24	558.51	1,142.19	24,631.63
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
	14,120.06	**6,597.24**	**720.38**	**1,493.24**	**558.51**	**1,142.19**	**24,631.63**
Less: Provision for Impairment Loss Under Expected Credit Loss Model	-	-	-	-	-	-	2,370.08
Total	**14,120.06**	**6,597.24**	**720.38**	**1,493.24**	**558.51**	**1,142.19**	**22,261.55**

14.2

Ageing for trade receivables - billed - non-current outstanding as at March 31, 2025 is as follows:							(₹ in Lacs)
Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade receivables - considered goods	11,610.32	6,521.97	3,363.18	714.64	223.62	1,023.78	23,457.51
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
	11,610.32	**6,521.97**	**3,363.18**	**714.64**	**223.62**	**1,023.78**	**23,457.51**
Less: Provision for Impairment Loss Under Expected Credit Loss Model	-	-	-	-	-	-	2,061.58
Total	**11,610.32**	**6,521.97**	**3,363.18**	**714.64**	**223.62**	**1,023.78**	**21,395.93**

15. CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) Balance with banks				
- In Current Account	384.58		145.80	
(c) Cash In Hand	27.05	411.63	23.82	169.62
Total		**411.63**		**169.62**

16. BANK BALANCES

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) Unpaid Dividend Account (Refer Note No. 16.1 & 16.3)	8.93		1.09	
(b) Margin Money Deposits (Refer Note No. 16.2)	747.33	756.26	827.61	828.70
Total		**756.26**		**828.70**

Note No 16.1 The Company can utilise these balances towards settlement of unpaid dividend only

Note No 16.2 Margin money deposits amounting to Rs.747.33 lakhs (as at 31.03.2025 - Rs.827.61 lakhs) are lying with bank against Bank Guarantees and Letter of Credit.

Note No 16.3 There are no amounts due for payment to the investor education & Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

17. OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)		
(a) Deposits	166.51	215.07
(b) Fair Valuation of Forward Contracts	932.43	(9.76)
(c) Loans to Staff	102.49	30.49
(d) Fixed deposits with banks having a remaining maturity period of less than 12 months.	46.22	-
Total	**1,247.66**	**235.81**

18. OTHER CURRENT ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)		
(a) Trade Advances	1,261.12	1,995.85
(b) Advance recoverable in cash or in kind or for value to be received	218.56	247.99
(c) Export Incentive Receivable	656.55	810.37
(d) Balance with Government Authorities	3,352.24	3,180.48
(e) Others	69.60	33.97
Total	**5,558.06**	**6,268.66**

19. EQUITY SHARE CAPITAL

Particulars	Face Value Amt. in Rupees	As at 31.03.2026		As at 31.03.2025	
		Qty	(₹ in Lacs)	Qty	(₹ in Lacs)
(a) Authorised Shares					
Equity Instruments					
Equity Shares	2	16,00,00,000	3,200.00	16,00,00,000	3,200.00
(b) Issued, Subscribed and Fully Paid Up Shares					
Equity Instruments					
Equity Shares	2	5,20,00,000	1,040.00	5,20,00,000	1,040.00
Total			**1,040.00**		**1,040.00**

Note No 19.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2026:

	Particulars	Face Value ₹	As at 31.03.2026		As at 31.03.2025	
			No. of shares	Value (in Lacs.)	No. of shares	Value (in Lacs.)
(a)	Number of shares at the beginning	2	5,20,00,000	1,040.00	5,20,00,000	1,040.00
(b)	Add : Shares issued during the year	-	-	-	-	-
(c)	Less : Shares bought back (if any)	-	-	-	-	-
(d)	**Number of shares at the end**		**5,20,00,000**	**1,040.00**	**5,20,00,000**	**1,040.00**

Note No 19.2: Terms / rights attached to equity shares:

(a) The Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. There is no interim dividend proposed by the Board of Directors.

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

Note No 19.3: The details of shareholders holding more than 5% shares in the company:

Sr. No.	Name of the shareholders	Face Value ₹	As at 31.03.2026		As at 31.03.2025	
			No. of shares held	% of shares held	No. of shares held	% of shares held
1.	Rahul R. Agarwal	2	47,56,901	9.15%	47,56,901	9.15%
2.	Bhavardevi Agarwal	2	48,46,785	9.32%	48,46,785	9.32%
3.	Rajendra Agarwal	2	38,61,814	7.43%	38,61,814	7.43%
4.	Ajay Agarwal	2	37,29,500	7.17%	37,29,500	7.17%
5.	Surya A. Agarwal	2	36,43,750	7.01%	36,43,750	7.01%
6.	Neena Agarwal	2	29,17,750	5.61%	29,17,750	5.61%
7.	Donear Synthetics Limited	2	26,00,000	5.00%	26,00,000	5.00%
	Total		**2,63,56,500**	**50.69%**	**2,63,56,500**	**50.69%**

Note No 19.4: Shares held by Promoters :

The details of the shares held by promoters are as follows :

Sr. No.	Particulars	As at March 31, 2026		As at March 31, 2025		% change during the year
		No. of shares	% of total shares	No. of shares	% of total shares	
A	**Promoters Name**					
1.	Rajendra Vishwanath Agarwal	38,61,814	7.43	38,61,814	7.43	-
2.	Ajay Vishwanath Agarwal	37,29,500	7.17	37,29,500	7.17	-
B	**Promoters Group**					
1.	Bhavardevi Vishwanath Agarwal	48,46,785	9.32	48,46,785	9.32	-
2.	Rahul Rajendra Agarwal	47,56,901	9.15	47,56,901	9.15	-
3.	Surya Ajay Agarwal	36,43,750	7.01	36,43,750	7.01	-
4.	Neenadevi Ajay Agarwal	29,17,750	5.61	29,17,750	5.61	-
5.	Ajay Vishwanath Agarwal (HUF)	23,69,471	4.56	23,69,471	4.56	-
6.	Umadevi Rajendra Agarwal	18,71,463	3.60	18,71,463	3.60	-
7.	Rajendra V. Agarwal (HUF)	13,49,000	2.59	13,49,000	2.59	-
8.	Vishwanath L Agarwal (HUF)	11,52,500	2.22	11,52,500	2.22	-
9.	Kavya Rahul Agarwal	19,100	0.04	19,100	0.04	-
10.	Donear Synthetics Limited	26,00,000	5.00	26,00,000	5.00	-
11.	R Ajaykumar Real Estate LLP	24,00,000	4.62	24,00,000	4.62	-
12.	Donear Retail Private Limited	18,40,000	3.54	18,40,000	3.54	-
13.	Rajendra Synthetics LLP	10,40,000	2.00	10,40,000	2.00	-
14.	Sonia Synthetics LLP	3,60,000	0.69	3,60,000	0.69	-
15.	Lav Kush Traders Private Limited	14,000	0.03	14,000	0.03	-
The percentage shareholding above has been computed considering the outstanding number of shares of 5,20,00,000 as at March 31, 2026 and as at March 31, 2025.						

20. OTHER EQUITY

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
Reserves & surplus*		
(a) General Reserves (Refer Note No. 20.1)	3,499.41	3,499.41
(b) Retained earnings (Refer Note No. 20.2)	23,332.06	19,089.62
(c) Other Comprehensive Income (OCI)		
-Remeasurement of net defined benefit plans	(178.00)	(151.63)
-Hedging Reserve	-	(5.33)
Total	**26,653.47**	**22,432.07**

* For movement, refer statement of changes in equity.

Nature and Purpose of Reserves

Note No. 20.1 General reserve reflects amount transferred from statement of profit and loss and is undistributed accumulated earnings of the company as on the Balance Sheet date. This is available for distribution of Dividend.

Note No. 20.2 This reserve represents undistributed accumulated earnings of the company as on the Balance sheet date. This is available for distribution of Dividend.

21. NON CURRENT BORROWING

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) **Secured Loans** (Refer Note No. 21.1)				
Term Loans - From Bank				
Indian Rupee	473.44		1,381.81	
Less : Current Maturities of Long Term Debts (Refer Note No. 25)	437.50	35.94	869.07	512.74
Total		**35.94**		**512.74**

Note No 20.1: Nature of Securities

Facility	Sr. No.	Name of the Bank	Primary	Collateral
GECL 2.0 Loan	1	Bank of Baroda	Second pari-passu charge, by way of hypothecation, over the entire current assets and movable fixed assets of the company, both present and future, in favour of SBICAP Trustee Company Limited, acting in its capacity as trustee for the benefit of the SBI Consortium.	Second pari-passu charge on land and building situated at: (i) Plot No. 910/3, Dokmandi, Village Amli, Silvassa – 396230, Dadra & Nagar Haveli; (ii) Plot No. B/58, Masat Industrial Estate, Silvassa – 396230, Dadra & Nagar Haveli; and (iii) Revenue Block Nos. 194 & 195, 206, Kadodara-Bardoli Road, Village Jolwa, Taluka Palsana, District Surat, Gujarat.
	2	Indian Bank		
	3	State Bank of India		

#During the year, the Company has fully repaid the term loans availed from Bank of Baroda and Indian Bank. The Company has filed Form CHG-1 for modification of the related charges; however, the update is pending with the Registrar of Companies as at the date of these standalone financial statements.

Note No 21.2:Terms of Repayment

Facility	Sr. No.	Term Loan taken from (Bank's Name)	Loan taken in the year	Loan installment started / starting from	Interest Rate (In %)
GECL 2.0 Loan	1	Bank of Baroda	2021-2022	Apr '22	9.25%
	2	Indian Bank	2021-2022	Sep '22	9.00%
	3	State Bank of India	2022-2023	May '23	9.25%

22. LEASE LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Lease Liabilities	170.52	-
Total	**170.52**	**-**

23. OTHER FINANCIAL LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Others		
Deposits from dealers / customers (Refer Note No. 23.1)	3,342.90	3,506.38
Total	**3,342.90**	**3,506.38**

Note No 23.1: Deposit from Dealers / customers are interest free deposit and repayable on termination of agreement unless otherwise agreed.

24. OTHER NON CURRENT LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Others		
Unearned Income on security deposit received	146.08	107.80
Total	**146.08**	**107.80**

25. CURRENT BORROWING

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) **Secured Loans** (Refer Note No. 25.1)				
From Bank				
(i) Working Capital Loans	32,574.26		29,624.74	
(ii) Cash Credit	5,880.23	38,454.49	4,360.03	33,984.77
(b) Current maturities of long-term debts (Refer Note No. 21)		437.50		869.07
(c) **Unsecured Loans** **Loans and Advances from Related Party**				
(i) From Directors		3,602.70		3,602.70
Total		**42,494.69**		**38,456.55**

Note No 25.1: Nature of Securities

Facility	Name of the Bank	Primary	Collateral	Guarantee
Working Capital Limits (CC/WCDL/ EPC/FUBD/FBP/LC/ BG/STL)	State Bank of India Bank of Baroda Indian Bank Yes Bank Limited HDFC Bank LTD	First pari-passu charge, by way of hypothecation, over the entire current assets and movable fixed assets of the company, both present and future, in favour of SBICAP Trustee Company Limited, acting in its capacity as trustee for the benefit of the SBI Consortium.	First pari-passu charge on land and building situated at: (i) Plot No. 910/3, Dokmandi, Village Amli, Silvassa – 396230, Dadra & Nagar Haveli; (ii) Plot No. B/58, Masat Industrial Estate, Silvassa – 396230, Dadra & Nagar Haveli; and (iii) Revenue Block Nos. 194 & 195, 206, Kadodara-Bardoli Road, Village Jolwa, Taluka Palsana, District Surat, Gujarat.	Personal Guarantee of Promoter & Managing Director - Mr. Rajendra V Agarwal.

26. LEASE LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Lease Liabilities	7.35	-
Total	**7.35**	**-**

27. TRADE PAYABLES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Dues of micro and small enterprises (Refer Note No. 27.1, 27.2 & 27.3)	1,740.26	271.89
(b) Dues other than micro and small enterprises (Refer Note No. 27.2 & 27.3)	5,853.57	8,524.47
Total	**7,593.84**	**8,796.35**

Note No 27.1 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.

Note No 27.2:Dues To Micro and Small 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 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
a) The principal amount remaining unpaid to any supplier at the end of the year	1,740.26	271.89
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 accrured 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 entereprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006#	-	-

 # The company has not provided for interest, if any, payable to micro and small enterprises under Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 on overdue outstanding dues.

Note No 27.3: Ageing for trade payables outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of Payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade payables						
MSME*	993.03	738.07	9.17	-	-	1,740.26
Others	2,496.77	1,728.08	118.49	26.26	90.73	4,460.33
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	3,489.79	**2,466.16**	**127.66**	**26.26**	**90.73**	**6,200.59**
Accrued expenses (Including Employee Liabilities)	-	-	-	-	-	1,393.24
Total	**3,489.79**	**2,466.16**	**127.66**	**26.26**	**90.73**	**7,593.84**

Note No 27.4:Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of Payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade payables						
MSME*	-	271.89	-	-	-	271.89
Others	5,704.95	669.87	84.39	126.23	79.39	6,664.84
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	5,704.95	**941.75**	**84.39**	**126.23**	**79.39**	**6,936.72**
Accrued expenses (Including Employee Liabilities)	-	-	-	-	-	1,859.63
Total	**5,704.95**	**941.75**	**84.39**	**126.23**	**79.39**	**8,796.35**

***MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.**

28. OTHER CURRENT FINANCIAL LIABILITIES

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	Interest on Security Deposit Payable	40.16	31.24
(b)	Unpaid Dividend	8.93	1.09
(c)	Sundry Creditors for Capital Goods	61.70	27.53
(d)	Deposits	422.30	1.56
	Total	**533.09**	**61.42**

29. OTHER CURRENT LIABILITIES

Particulars		As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a)	Advance from Customers	991.54		2,100.36	
(b)	Unearned Income on security deposit received	-		34.43	
(c)	Statutory Dues Payable	113.75	1,105.29	153.20	2,287.99
	Total		**1,105.29**		**2,287.99**

Note: Advance from customers includes advance received from Related Parties amounting to NIL (P.Y. ₹ 76.56 Lacs)

30. PROVISIONS

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	<u>Provision for Employee Benefits</u>		
	Leave Encashment	192.26	190.70
	Gratuity (Refer Note No. 44)	624.07	337.03
	Total	**816.33**	**527.74**

31. CURRENT TAX LIABILITIES (Net)

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	Provision for Taxation [Net of Tax Payments]	1,309.29	1,049.69
	Total	**1,309.29**	**1,049.69**

32. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars			As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a)	**Contingent Liability not provided for in respect of**					
	(i)	Claims against the Company not acknowledged as debt		45.85		45.85
	(ii)	<u>Other money for which the company is contingently liable :</u>				
		Bank Guarantees	426.57		-	
		Bonds executed under EPCG Schemes to Customs Authorities	-	426.57	205.94	205.94
(b)	**Commitments not provided for in respect of**					
	(i)	Estimated amount of contracts remaining to be executed on capital account (net of advances)		96.21		61.45
		Total		**568.62**		**313.25**

33. REVENUE FROM OPERATIONS

Particulars		2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a)	Sale of Products		89,559.82		89,278.90
(b)	Sale of Services		1,220.55		1,499.90
(c)	Other Operating Revenue				
	Sale of Scrap	124.05		120.67	
	Export Incentives	343.04	467.09	470.30	590.98
	Total		**91,247.46**		**91,369.78**

34. OTHER INCOME

Particulars		2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a)	Interest income				
	Interest on Deposit with Bank	50.88		89.65	
	Gain on Fair Valuation of Financial Assets	250.93		246.52	
	Unwinding of interest on security deposits	34.75		62.29	
	Interest on delayed payments from Customers	72.66	409.21	46.30	444.76
(b)	Other non-operating income				
	Other Support Services Charges	280.12		282.18	
	Gain on Mark-to-Market Valuation of Foreign Currency-Denominated Loans	915.10		-	
	Miscellaneous Income	0.39	1,195.62	0.97	283.15
	Total		**1,604.83**		**727.91**

35. COST OF MATERIALS CONSUMED

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Raw Material Consumed				
Opening Stock of Raw Material	6,425.16		5,271.17	
Add : Purchases of Raw Material	37,469.56		30,498.81	
Less : Closing Stock of Raw Material	7,277.07	36,617.66	6,425.16	29,344.81
Total of Cost of materials consumed		**36,617.66**		**29,344.81**

36. PURCHASES OF STOCK IN TRADE

Particulars		2025-2026 (₹ in Lacs)	2024-2025 (₹ in Lacs)
(a)	Finish Fabric Purchases	9,940.62	15,256.99
(b)	Grey Fabric Purchases	-	1,400.15
(c)	Garment Purchases	4,053.79	4,785.00
	Total	**13,994.41**	**21,442.15**

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

Particulars		2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a)	**Inventories at the end of the year**				
	Finished Goods	22,066.82		16,692.11	
	Work in Progress	1,815.23		2,838.02	
	Finished Apparels	8,211.52	32,093.58	8,753.76	28,283.89
(b)	**Inventories at the beginning of the year**				
	Finished Goods	16,692.11		15,321.29	
	Work in Progress	2,838.02		3,177.89	
	Finished Apparels	8,753.76	28,283.90	7,778.02	26,277.20
	Total		**(3,809.68)**		**(2,006.69)**

38. EMPLOYEE BENEFITS EXPENSE

Particulars		2025-2026 (₹ in Lacs)	2024-2025 (₹ in Lacs)
(a)	Salaries, Wages & Other Benefits	9,282.79	8,433.85
(b)	Contribution to Provident Fund and Other Funds	629.38	527.37
(c)	Staff Welfare Expenses	169.53	170.89
	Total	**10,081.70**	**9,132.11**

39. FINANCE COSTS

Particulars			2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a)	Interest expenses					
	(i)	Interest on Term Loans from bank	89.96		167.18	
	(ii)	Interest on Other Bank Loans	2,328.44		2,429.82	
	(iii)	Interest on Income Tax	206.14		-	
	(iv)	Interest on Leased obligation	6.12		-	
	(v)	Unwinding of interest on security deposits	208.47	2,839.13	216.99	2,813.99
(b)	Other Borrowing Cost					
	(i)	Processing Charges	99.94		145.34	
	(ii)	Interest on Unsecured Loan	15.66	115.60	10.74	156.08
(c)	Net Loss on Foreign Currency Transactions Considered as Borrowing Cost			92.81		253.17
	Total			**3,047.53**		**3,223.25**

40. DEPRECIATION AND AMORTISATION EXPENSE

Particulars		2025-2026 (₹ in Lacs)	2024-2025 (₹ in Lacs)
(a)	Depreciation on Property, Plant and Equipment (Refer Note No. 3)	1,125.35	998.60
(b)	Depreciation on Investment Property (Refer Note No. 5)	217.75	266.24
(c)	Amortisation on Intangible Assets (Refer Note No. 6)	52.01	46.19
(d)	ROU Depreciation (Refer Note No. 7)	2.23	-
	Total	**1,397.33**	**1,311.03**

41. OTHER EXPENSES

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Consumption of Stores & Spares		1,121.20		1,035.61
Manufacturing & Processing Charges		473.30		584.35
Weaving Charges		1,037.08		1,128.28
Other Labour Charges		4,187.52		5,023.50
Power and Fuel		4,840.84		4,822.73
Repairs and Maintenance				
On Building	49.17		26.95	
On Machinery	306.68		355.09	
On Others	275.24	631.09	333.34	715.39
Security Charges		73.60		70.39
Brokerage on purchase		13.49		24.54
Legal & Professional Expenses		358.37		259.44
Travelling & Conveyance		1,014.12		1,106.80
Net Loss / (Gain) on Foreign Currency Transactions		1,218.52		26.73
Insurance Charges		133.94		109.91
Packing Material Consumed		1,842.96		2,101.98
Rates & Taxes		350.68		191.81
Rent Expense		2,226.96		2,110.96
Interest Expenses		56.18		55.36
Printing & Stationery		112.26		114.02
Postage, Telegram & Telephone		202.70		255.45

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Payment to Auditor (Refer Note No. 41.1)		17.30		15.11
Sundry Balance W/off (Net of W/back)		92.35		4.75
Loss on Sale of Scrips		-		0.09
Property, Plant And Equipment Written Off		-		2.41
Impairment Loss Under Expected Credit Loss Model		308.50		477.47
Bad Debts Recovered	-		10.42	
Less : Adjusted from Expected Credit Loss	-	-	10.42	-
Bank Charges		95.94		140.55
Transportation Expenses		949.63		965.91
Sample Expenses		79.70		155.27
Advertisement & Sales Promotion		1,814.64		1,611.52
CSR Expenses (Refer Note No. 41.2)		100.00		86.69
Sales Commission		2,073.83		1,778.40
Miscellaneous Expenses		167.52		212.63
		25,594.24		**25,188.02**

Note No. 41.1 - Payment to Auditor:

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Statutory Auditors Remuneration				
As an auditor				
- Audit Fees (including Limited Review)		12.26		10.07
Other capacity				
- Certification	0.10		0.20	
- Other Services	2.20	2.30	1.84	2.04
For Taxation Matters		1.50		1.75
For Cost Audit Fees		1.25		1.25
		17.30		**15.11**

Note No. 41.2 - Corporate Social Responsibility expenditure:

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, and rural development projects. The disclosure in respect of CSR expenditure is as below:

Particulars	2025-2026 (₹ in Lacs)	2024-2025 (₹ in Lacs)
A. Gross amount required to be spent by the Company during the year	98.12	86.12
Less : Amount spent during the year #	100.00	86.69
Carry forward to next year	(1.88)	(0.57)
# Nature of CSR activities	Medical And Health Care	Medical And Health Care
B. Amount committed towards ongoing projects	Nil	Nil
C. Details of related party transactions, e.g. Contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
D. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

42. EARNING PER SHARE (EPS)

Earning Per Share (EPS) - the numerators and denominators used to calculate Basic and Diluted earning per share :

Particulars	2025-2026		2024-2025	
	Description	**Value**	**Description**	**Value**
(a) Profit attributable to Equity Shareholders	(In Lacs.)	4,346.44	(In Lacs.)	3,188.82
(b) Weighted Average Number of Equity Shares outstanding during the year	(In Nos.)	5,20,00,000	(In Nos.)	5,20,00,000
(c) Face Value of each Equity Share	(In Rs.)	2.00	(In Rs.)	2.00
(d) Basic / Diluted earning per share (a) / (b)	(In Rs.)	8.36	(In Rs.)	6.13

43. Related party disclosures as required under Ind AS 24, "Related Party Disclosures", are given below:

Name of the related party and description of relationship.

Related Parties			Nature of Relationship
(a)	(i)	Shri Rajendra V. Agarwal	Managing Director
	(ii)	Shri Ajay V. Agarwal	Whole-time Director
	(iii)	Mr. Govind Shrikhande (Office vacated w.e.f. 10.11.2025)	Independent Director
	(iv)	Mr. Aniruddha Deshmukh	Independent Director
	(v)	Mr. Harjeet Kaur Joshi (Appointed w.e.f. 18.10.2025)	Independent Director
	(vi)	Mrs. Aparna Chaturvedi (Office vacated w.e.f. 29.05.2025)	Independent Director
	(vii)	Mr. Hemant R. Bharambe (Appointed w.e.f. 11.11.2025)	Independent Director
	(viii)	Mrs. Medha Pattanayak (Office vacated w.e.f. 25.09.2025)	Independent Director
(b)	(i)	Mr. Sachin Gupta (Office vacated w.e.f. 01.08.2024)	Company Secretary
	(ii)	Mrs. Sejal Shah (Office vacated w.e.f. 14.08.2025)	Company Secretary
	(iii)	Mrs. Krishna Agrawal (Appointed w.e.f. 26.09.2025)	Company Secretary
(c)	(i)	Mr Ashok Agarwal	Chief Financial Officer
(d)	(i)	Mrs. Neena Agarwal (Wife of Shri Ajay V. Agarwal)	Relative of Key Management Personnel
	(ii)	Mr. Rahul Agarwal (Son of Shri Rajendra V. Agarwal)	Relative of Key Management Personnel
	(iii)	Mr. Surya Agarwal (Son of Shri Ajay V. Agarwal)	Relative of Key Management Personnel
	(iv)	Mr. Kavya Agarwal (Daughter in Law of Shri Rajendra V. Agarwal)	Relative of Key Management Personnel
(e)	(i)	Donear Synthetics Limited	Entities where individual having control / significant influence or key management personnel or their relatives are able to exercise significant influence
	(ii)	Donear Retail Private Limited	
	(iii)	Rajendra Synthetics Pvt. Ltd	
	(iv)	R. Ajay Kumar Real Estate LLP	
	(v)	Sonia Synthetics LLP	
	(vi)	Ajay Vishwanath Agarwal (HUF)	
	(vii)	Lav Kush Traders Private Limited	
	(viii)	Rajendra Vishwanath Agarwal (HUF)	
	(ix)	Vishwanath L Agarwal (HUF)	
	(x)	Neptune Fabs (Mrs. Bhavardevi Agarwal is the proprietor, Mother of Mr. Rajendra Agarwal)	
	(xi)	Venus Textiles (Mrs. Neena Agarwal is the proprietor, wife of Mr. Ajay Agarwal)	
	(xii)	Lotus Fabrics (Mrs. Uma Agarwal is the proprietor, Wife of Mr. Rajendra Agarwal)	
	(xiii)	Mercury Industries (Mr. Rahul Agarwal is the proprietor, Son of Mr. Rajendra Agarwal)	
	(xiv)	GBTL Limited	
	(xv)	OCM Private Limited	
	(xvi)	UN Reality Private Limited	
	(xvii)	VRA Reality Private Limited	
	(xviii)	Krishna Fabrics (Mr. Surya Agarwal, Son of Mr. Ajay Agarwal)	
	(xix)	Laxmi Enterprises (Mr. Surya Agarwal and Mr. Rahul Agarwal are in Partnership)	
	(xx)	Hanuman Fabrics (Mr. Ajay Agarwal is the Proprietor)	
	(xxi)	Shiv Textiles (Mr. Ajay Agarwal HUF is the proprietor)	
	(xxii)	Vinayaka Textiles (Mrs. Kavya Agarwal is the proprietor)	
	(xxiii)	OCM Flooring Private Limited	
	(xxiv)	Neo Stretch Private Limited	

Disclosure of related party transaction during the year.

(₹ in Lacs)

Nature of Transaction & Name of the Related Party	2025-2026		2024-2025	
(a) **Purchase of Goods, Fixed Assets, Stores & Other Services (Net of Goods Return)**				
(i) Neptune Fabs	62.97		81.47	
(ii) Venus Textiles	92.31		80.26	
(iii) Lotus Fabrics	70.51		200.84	
(iv) Mercury Industries	111.92		423.43	
(v) GBTL Limited	6,444.43		6,526.24	
(vi) OCM Private Limited	2,068.37		2,041.50	
(vii) Neo Stretch Private Limited	44.96	8,895.47	-	9,353.74
(b) **Sale of Goods, Fixed Assets, Stores & Other Services (Net of Goods Return)**				
(i) GBTL Limited	12,641.37		8,729.97	
(ii) OCM Private Limited	1,741.71		1,032.04	
(iii) Neo Stretch Private Limited	142.63	14,525.71	-	9,762.02
(c) **Director's Sitting Fees**				
(i) Mr. Govind Shrikhande	3.00		3.50	
(ii) Mr. Aniruddha Deshmukh	5.40		3.50	
(iii) Mr. Harjeet Kaur Joshi	1.60		-	
(iv) Mrs. Aparna Chaturvedi	0.50		-	
(v) Mr. Hemant R. Bharambe	1.60		-	
(vi) Mrs. Medha Pattanayak	1.10	13.20	3.50	10.50
(d) **Remuneration Paid**				
(i) Shri Rajendra V. Agarwal	43.11		36.28	
(ii) Shri Ajay V. Agarwal	17.20		16.85	
(iii) Mrs. Neena Agarwal	30.54		31.33	
(iv) Mr. Surya Agarwal	-		1.50	
(v) Mrs. Kavya Agarwal	32.97		22.20	
(vi) Mr. Ashok Agarwal	38.17		36.99	
(vii) Mrs. Uma Agarwal	3.59		3.60	
(viii) Mr. Kishor Sinh Parmar	19.30		18.64	
(ix) Mr. Sachin Gupta	-		3.89	
(x) Mrs. Sejal Shah	0.61		4.08	
(xi) Mrs. Krishna Agarwal	5.04	190.54	-	175.36
(e) **Dividend Paid**				
(i) R.Ajaykumar Real Estate. LLP	4.80		4.80	
(ii) Mrs. Bhaverdevi Agarwal	9.69		9.69	
(iii) Mrs. Uma Agarwal	3.74		3.74	
(iv) Donear Retail Private Limited	3.68		3.68	
(v) Ajay Vishwanath Agarwal (HUF)	4.74		4.74	
(vi) Rajendra Vishwanath Agarwal (HUF)	2.70		2.70	
(vii) Vishwanath L Agarwal (HUF)	2.31		2.31	
(viii) Donear Synthetics Limited	5.20		5.20	
(ix) Rajendra Synthetics LLP	2.08		2.08	
(x) Sonia Synthetics LLP	0.72		0.72	
(xi) Lav Kush Traders Private Limited	0.03		0.03	
(xii) Mr. Rajendra V. Agarwal	7.72		7.72	
(xiii) Mr. Ajay V. Agarwal	7.46		7.46	
(xiv) Mrs. Neena A. Agarwal	5.84		5.84	
(xv) Mr. Rahul Agarwal	9.51		9.51	
(xvi) Mr. Surya Agarwal	7.29		7.29	
(xvii) Mrs. Kavya Agarwal	0.04	77.56	0.04	77.56

(₹ in Lacs)

Nature of Transaction & Name of the Related Party			2025-2026		2024-2025	
(f)	**Rent Paid**					
	(i)	R.Ajaykumar Real Estate. LLP		18.00		18.00
(g)	**Interest Paid**					
	(i)	UN Reality Private Limited	16.08		10.74	
	(ii)	VRA Reality Private Limited	0.61	16.69	-	10.74
(h)	**Rent Received**					
	(i)	Neptune Fabs	1.00		1.00	
	(ii)	Venus Textiles	1.00		1.00	
	(iii)	Lotus Fabrics	1.00		1.00	
	(iv)	Mercury Industries	1.00	4.00	1.00	4.00
(i)	**Other recovery of expenses**					
	(i)	Neptune Fabs	19.02		16.02	
	(ii)	Venus Textiles	29.42		25.12	
	(iii)	Lotus Fabrics	19.13		16.60	
	(Iv)	Mercury Industries	28.73	96.30	23.42	81.15
				23,837.48		**19,493.06**

Short-term employee benefits, including salaries, post-employment benefits and other long-term employee benefits paid/payable to Key Managerial Personnel have not been presented separately in the standalone financial statements and are included under Employee Benefits in accordance with the presentation requirements of Schedule III to the Companies Act, 2013. The same has been disclosed above as related party transactions in accordance with Ind AS 24.

Disclosure of related party transaction outstanding at the end of the year. (₹ in Lacs)

Name of the Related Party			As at 31.03.2026		As at 31.03.2025	
(a)	**Outstanding Net Receivable**					
	(i)	GBTL Limited	4,797.78		849.74	
	(ii)	Venus Textiles	0.03		-	
	(iii)	Neptune Fabs	0.03		-	
	(iv)	Lotus Fabrics	0.44		-	
	(v)	Neo Stretch Private Limited	2.00	4,800.27	-	849.74
(b)	**Outstanding Net Payable**					
	(i)	OCM Private Limited	288.00		265.01	
	(ii)	Mercury Industries	0.10	288.11	-	265.01
(c)	**Deposit Given**					
	(i)	R.Ajaykumar Real Estate. LLP	4.50	4.50	4.50	4.50
(d)	**Deposit Taken**					
	(i)	Neptune Fabs	30.00		30.00	
	(ii)	Venus Textiles	30.00		30.00	
	(iii)	Lotus Fabrics	30.00		30.00	
	(Iv)	Mercury Industries	30.00	120.00	30.00	120.00
(e)	**Loans Outstanding**					
	(i)	Shri Rajendra Agarwal	1,477.04		1,477.04	
	(ii)	Shri Ajay V. Agarwal	2,125.66	3,602.70	2,125.66	3,602.70
(f)	**Guarantee given by directors**					
	(i)	Towards Term Loan	473.44		1,381.81	
	(ii)	Towards Working Capital	38,454.49	38,927.93	33,984.77	35,366.58
				47,743.51		**40,208.54**

44. 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 Providend Fund. The expenses recognised for the year are as under :

(₹ in Lacs)

Particulars	2025-26 ₹	2024-25 ₹
Employer's Contribution to Providend Fund	255.70	275.89

(ii) Defined Benefit Plan

(a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 to 25 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 plans and the amounts recognised in the Company’s standalone financial statements as at 31 March 2026 and 31 March 2025.

(₹ in Lacs)

		Particulars	As at 31.03.2026	As at 31.03.2025
(a)		**Defined Benefit Plan - Gratuity**	Funded	Funded
	(i)	**Assumptions**	As on 31/03/2026	As on 31/03/2025
		Discount Rate	7.07%	7.25%
		Salary Escalation	5.00%	5.00%
		Retirement Age	58 Years	58 Years
		Employee Attrition Rate	10.00%	10.00%
		Mortality	Published rates under the Indian Assured Lives Mortality (2012-14) Urban	Published rates under the Indian Assured Lives Mortality (2012-14) Urban
	(ii)	**Table showing changes in present value of obligations**	As on 31/03/2026	As on 31/03/2025
		Present value of obligations as at beginning of year	558.62	401.63
		Interest cost	39.15	28.11
		Current Service cost	118.20	79.21
		Past Service cost	146.27	-
		Benefits paid	(9.81)	(31.65)
		Actuarial (gain)/Loss on obligations	36.59	81.31
		Present value of obligations as at end of year	889.02	558.62
	(iii)	**Table showing changes in the fair value of plan assets**		
		Fair value of plan assets at beginning of year	219.35	222.70
		Expected return on plan assets	16.51	15.53
		Contributions	-	15.00
		Benefits paid	(9.81)	(31.65)
		Actuarial Gain / (Loss) on Plan assets	-	-
		Fair value of plan assets at the end of year	226.05	221.59
	(iv)	**Table showing fair value of plan assets**		
		Fair value of plan assets at beginning of year	219.35	222.70
		Actual return on plan assets	16.51	15.53
		Contributions	-	15.00
		Benefits Paid	(9.81)	(31.65)
		Fair value of plan assets at the end of year	226.05	221.59
		Funded Status	(662.97)	(337.03)
		Excess of Actual over estimated return on plan assets	-	-
		(Actual rate of return=Estimated rate of return as ARD falls on 31st March)		

		Particulars	As at 31.03.2026	As at 31.03.2025
	(v)	**Actuarial Gain/Loss recognized**		
		Actuarial(gain)/Loss for the year Obligation	36.59	(81.31)
		Actuarial (gain)/Loss for the year - Plan Assets	(1.35)	-
		Total (gain)/Loss for the year	35.24	81.31
		Actuarial (gain)/Loss recognized in the year	35.24	81.31
	(vi)	**The amounts to be recognized in the Balance Sheet**		
		Present value of obligations as at the end of year	889.02	558.62
		Fair value of plan assets as at the end of the year	226.05	221.59
		Funded status	(662.97)	(337.03)
		Net Asset / (Liability) recognized in balance sheet	(662.97)	(337.03)
	(vii)	**Expenses Recognised in statement of Profit & Loss**		
		Current Service cost	118.20	79.21
		Past Service cost	146.27	-
		Interest Cost	23.99	28.11
		Expected return on plan assets	(16.51)	(15.53)
		Net Actuarial (gain)/Loss recognised in the year	35.24	81.31
		Expenses recognised in statement of Profit & Loss	307.19	173.10

Sensitivity Analysis

Significant actuarial assumptions used in determining the defined benefit obligation include the discount rate and salary escalation rate. The sensitivity analysis below is based on reasonably possible changes in each assumption as at the end of the reporting period, while holding all other assumptions constant. The figures presented below are gross figures representing the revised defined benefit obligation under each scenario and not the net increase or decrease arising from the change in the respective rate.

Defined Benefit Plan	Discount Rate		Salary Escalation Rate	
	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
PVO	852.78	929.24	927.37	853.88

Expected Payout

Year	Payouts
Expected Outgo First	277.27
Expected Outgo Second	85.69
Expected Outgo Third	86.09
Expected Outgo Fourth	85.35
Expected Outgo Fifth	83.58
Expected Outgo Six to Ten years	327.89

Expected rate of return basis

Expected rate of return basis is the discount rate as at previous valuation date as per the accounting standard.

Description of Plan Assets and Reimbursement Conditions

100% of the Plan Asset is entrusted to LIC of India under their Group Gratuity Scheme. The reimbursement is subject to insurer's Surrender Policy.

Investment / Interest Risk

The Company is exposed to Investment / Interest risk if the return on the invested fund falls below the discount rate used to arrive at present value of the benefit.

Longevity Risk

The Company is not exposed to risk of the employees living longer as the benefit under the scheme ceases on the employee separating from the employer for any reason.

Risk of Salary Increase

The Company is exposed to higher liability if the future salaries rise more than assumption of salary escalation.

Discount Rate

The discount rate has remain unchanged and hence there is no change in liability resulting in no actuarial gain or loss due to change in discount rate.

45 DERIVATIVES

HEDGED :

The Company has entered into forward hedged exchange contracts, being derivative instruments hedge purpose and not intended for trading or speculation purposes, to establish the amount of currency in Indian Rupees required or available at the settlement date of Current Borrowings. The following are the outstanding Forward Exchange Contracts entered into by the Company.

Currency	Buy or Sell	As at 31.03.2026		As at 31.03.2025	
		Foreign Currency Amount	₹ in Lacs	Foreign Currency Amount	₹ in Lacs
USD	BUY	2,46,91,104	23,371.19	2,39,20,215	20,445.80
USD	SELL	1,44,020	155.80	-	-

UNHEDGED :

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under :

(a) Amount Receivable in Foreign Currency on account of the following :

Particulars and Currency	As at 31.03.2026		As at 31.03.2025	
	Foreign Currency Amount	₹ in Lacs	Foreign Currency Amount	₹ in Lacs
USD	11,85,244	1,121.88	12,89,547	1,102.24
Euro	1,07,390	117.06	9,00,726	829.48

(b) Amount Payable in Foreign Currency on account of the following :

Particulars and Currency	As at 31.03.2026		As at 31.03.2025	
	Foreign Currency Amount	₹ in Lacs	Foreign Currency Amount	₹ in Lacs
USD	2,80,619	265.62	1,93,747	165.61
Euro	33,319	36.32	25,070	23.09

46 Additional Regulatory Information

Ratios

Ratio	Numerator	Denominator	Current Year	Previous year	Variance	Remarks for variance more than 25%
Current ratio (in times)	Total current assets	Total current liabilities	1.33	1.27	4.56%	Not Applicable
Debt-Equity ratio (in times)	Debt consists of Non current and current borrowings	Total equity	1.54	1.66	-7.50%	Not Applicable
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	2.52	1.99	26.99%	Increase in profit
Return on equity ratio (in %)	Profit for the year less Preference dividend (if any)	Average total equity	15.69%	13.59%	15.53%	Not Applicable
Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	4.18	4.71	-11.28%	Not Applicable
Trade payables turnover ratio (in times)	Cost of equipment and software licences + Other expenses	Average trade payables	9.27	9.74	-4.83%	Not Applicable
Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	5.72	6.76	-15.40%	Not Applicable

Ratio	Numerator	Denominator	Current Year	Previous year	Variance	Remarks for variance more than 25%
Net profit ratio (in %)	Profit for the year	Revenue from operations	4.76%	3.49%	36.49%	Increase in profit
Return on capital employed (in %)	Profit before tax and finance costs	Capital employed = Net worth+ Deferred tax liabilities Return on investment (in %)	32.41%	32.75%	-1.01%	Not Applicable
Inventory Turnover Ratio	COGS - Cost of Goods Sold	Average Value of Inventory	1.57	1.86	-15.60%	Not Applicable
Operating profit ratio (in %)	EBIT	Revenue from operations	9.84%	8.41%	16.94%	Not Applicable
Interest Coverage Ratio (in times)	EBIT	Interest Expense	2.95	2.38	23.52%	Not Applicable

Reason for Vairance above 25%

47 Leases

The Company's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancelable, range between 11 months to 9 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The lease payment of Rs. 2226.96 lakhs (Previous Year Rs.2110.96 lakhs) has been recognised as expenses in the statement of Profit & Loss under the Note No. "Other Expenses".

48 The Company is primarily engaged in the textile business. Based on the internal reporting structure and the manner in which operating results are reviewed by the Chief Operating Decision Maker, the Company has identified textile business as its only reportable operating segment. Accordingly, no separate segment information is required to be disclosed in accordance with Ind AS 108, Operating Segments.

49 Struck Off Companies

Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:-

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at 31.03.2026	Balance outstanding as at 31.03.2025	Relationship with the Struck off company, if any, to be disclosed
O2 Spa Salon Pvt.Ltd.	Receivables	247,800	247,800	Customer
Textree [A Div Of K.K.Silk Mills Ltd]	Receivables	-	592	Customer
Ketan Marketing Pvt Ltd	Receivables	32,572	611,899	Customer
Sierra Exports Limited	Advance from Customers	(540,603)	-	Customer

50 Capital Management

i) Risk Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio and is measured by net debt divided by capital employed. The Company's debt is defined as long term and short term borrowings including current maturities of long term borrowings and total equity (as shown in balance sheet) includes issued capital and all other reserves.

ii) Dividends

(₹ in Lacs)

Particulars	As at 31.03.2026	As at 31.03.2025
Dividends not recognised at the end of the reporting period (The directors have recommended the payment of a final dividend of Rs. 0.20 per fully paid equity share (March 31, 2025 Rs. 0.20). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.)	**104.00**	**104.00**

iii) Gearing Ratio

The gearing ratio at end of the reporting period was as follows. **(₹ in Lacs)**

Particulars	As at 31.03.2026	As at 31.03.2025
Borrowing	42,530.64	38,969.29
Less: Cash and Cash equivalents	411.63	169.62
Net Debt	**42,119.00**	**38,799.67**
Total Equity	**27,693.47**	**23,472.07**
Total Equity and Net Debt (Capital Employed)	**69,812.47**	**62,271.74**
Gearing ratio	**60.33%**	**62.31%**

51 Financial Risk Management

The Company's activities expose it to credit risk, liquidity risk, market risk, price risk and Interest Rate Risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the standalone financial statements.

Sl. No.	Risk	Exposure arising from	Measurement	Management
1	Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, Review of investment on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, Investment limits, check on counterparties basis credit rating and investment review on quarterly basis.
2	Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security.
3	Market Risk – Foreign Currency Risk	Highly probable forecast transactions and financial assets and liabilities not denominated in INR.	Foreign currency exposure review and sensitivity analysis.	Forward foreign currency contract, future and option.
4	Market Risk - Interest Rate Risk	Fluctuating interest rates on various loans taken from banks and others.	Interest Expense review and sensitivity analysis.	Treasure performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.
5	Price Risk – Commodity Prices	Basic ingredients of company raw materials are various grade of Yarn and Dyes where prices are volatile	The company sourcing components from vendors directly, hence it does not hedge its exposure to commodity price risk.	The company is able to pass on substantial price hike to the customers.

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, price risk, investment of surplus liquidity and other business risks effecting business operation. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

(A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

Credit Risk Management

For financial assets the Company has an investment policy which allows the Company to invest only with counterparties having credit rating equal to or above AAA and AA. The Company reviews the creditworthiness of these counterparties on an ongoing basis. Another source of credit risk at the reporting date is from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The company has provisioning policy for expected credit losses. There is no credit risk in bank deposits which are demand deposits. The creditors risk is minimum in case of entity to whom loan has been given.

The maximum exposure to credit risk as at 31.03.2026, 31.03.2025 and 01.04.2024 is the carrying value of such trade receivables as shown in Note 14 of the financials.

The Credit Loss allowances are provided in the case of trade receivables as under:

Loss allowance as on 01.04.2024	1,573.69
Change in loss allowance	487.89
Loss allowance as on 31.03.2025	**2,061.58**
Change in loss allowance	308.50
Loss allowance as on 31.03.2026	**2,370.08**

(B) Liquidity Risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has approved an appropriate framework for managing the Company's short, medium and long-term funding and liquidity requirements. The Management monitors liquidity forecasts and cash flows and manages liquidity risk by matching the maturity profiles of financial assets and liabilities.

The following table presents the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows, including contractual interest payments, as at the Balance Sheet date.

Contractual maturities of financial liabilities as at March 31, 2026	Less than 1 year	More than 1 year	Total
Borrowings	42,494.69	35.94	42,530.64
Trade payables	7,593.84	-	7,593.84
Lease Liabilities	7.35	170.52	177.87
Interest on Security Deposit Payable	40.16	-	40.16
Unpaid Dividend	8.93	-	8.93
Sundry Creditors for Capital Goods	61.70	-	61.70
Deposits	422.30	3,342.90	3,765.20

Contractual maturities of financial liabilities as at March 31, 2025	Less than 1 year	More than 1 year	Total
Borrowings	38,456.55	512.74	38,969.29
Trade payables	8,796.35	-	8,796.35
Interest on Security Deposit Payable	31.24	-	31.24
Unpaid Dividend	1.09	-	1.09
Sundry Creditors for Capital Goods	27.53	-	27.53
Deposits	1.56	3,506.38	3,507.94

(C) Market risk

Foreign currency risk

The Company significantly operates in domestic market, hence very insignificant portion of export and import took place during the years. Company is mitigating the currency risk by natural and financial hedging.

Open exposure

The Company's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

Particulars	Euro	USD
As at 31.03.2026		
Trade receivables- Foreign Currency	107,390	1,185,244
Trade receivables- INR in Lacs	117.06	1,121.88
Trade payables- Foreign Currency	33,319	280,619
Trade payables- INR in Lacs	36.32	265.62
Particulars		
As at 31.03.2025		
Trade receivables- Foreign Currency	900,726	1,289,547
Trade receivables- INR in Lacs	829.48	1,102.24
Trade payables- Foreign Currency	25,070	193,747
Trade payables- INR in Lacs	23.09	165.61

Sensitivity Anaysis-

The Company is mainly exposed to changes in USD and Euro. The sensitivity analysis demonstrate a reasonably possible change in USD and Euro exchange rates, with all other veriables held constant. 5% appreciation/depreciation of USD and Euro with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa.

Particulars	As at 31.03.2026		As at 31.03.2025	
Impact on profit or loss for the year	**Strengthens**	**Weakening**	**Strengthens**	**Weakening**
Euro Impact	4.04	(4.04)	40.32	(40.32)
USD Impact	42.81	(42.81)	46.83	(46.83)
Total	**46.85**	**(46.85)**	**87.15**	**(87.15)**

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard 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 the fixed rate and floating rate financial instruments in its total portfolio.

The exposure of company borrowings to interest rate changes at the end of reporting period are as follows:

Particulars	As at 31.03.2026	As at 31.03.2025
Variable rate borrowings	38,927.93	35,366.58
Fixed rate borrowings	3,602.70	3,602.70
Total borrowings	**42,530.64**	**38,969.29**

Interest Rate Sensitivity Anaysis-

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Basis Points	Impact on Profit before Tax	
		As at 31.03.2026	**As at 31.03.2025**
Increase in Basis points	+50	(194.64)	(176.83)
Decrease in Basis points	- 50	194.64	176.83

(D) Price risk

The company is exposed to price risk in basic ingrediants of Company's raw material and is procuring finished components and bought out materials from vendors directly. The Company monitors its price risk and factors the price increase in pricing of the products.

52 In the opinion of the Board, the current assets, loans & advances have a value realisation, in the ordinary course of business at least equal to the amount at which they are stated.

53 The balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

54 OTHER STATUTORY INFORMATION :

i) No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii) The Company has neither traded nor invested in crytpo currency or virtual currency during the year.

iii) The Company has not been declared willful defaulter by any bank or financial institution or any other lender for the years ended 31 March 2026 and 31 March 2025.

iv) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

v) The Company does not have any such 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).

vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

viii) Quarterly returns or statements of current assets filed by the Company with banks or financial institutions are in agreement with the books of accounts.

ix) The Company has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.

x) 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 and investment properties are held in the name of the Company as at the balance sheet date.

55 Fair Value Measurement

(₹ in Lacs)

Financial instruments by category	**March 31, 2026**				**March 31, 2025**			
	FVTPL	**FVOCI**	**Amortised cost**	**Total**	**FVTPL**	**FVOCI**	**Amortised cost**	**Total**
Financial assets								
Investments								
– Equity instruments	100.20	-	660.22	760.42	100.20	-	660.22	760.42
Security Deposits	-	-	725.96	725.96	-	-	701.04	701.04
Trade receivable	-	-	22,261.55	22,261.55	-	-	21,395.93	21,395.93
Cash and cash equivalents	-	-	411.63	411.63	-	-	169.62	169.62
Bank balances other than Cash and cash equivalents	-	-	756.26	756.26	-	-	828.70	828.70
Fair Valuation of Forward Contracts	932.43	-	-	932.43	-	(9.76)	-	(9.76)
Loans to Staff	-	-	102.49	102.49	-	-	166.26	166.26
Fixed deposits with banks	-	-	46.74	46.74	-	-	-	-
Total financial assets	**1,032.63**	**-**	**24,964.85**	**25,997.49**	**100.20**	**(9.76)**	**23,921.77**	**24,012.20**
Financial liabilities								
Borrowings	-	-	42,530.64	42,530.64	-	-	38,969.29	38,969.29
Deposits from dealers / customers	-	-	3,342.90	3,342.90	-	-	3,506.38	3,506.38
Trade payables	-	-	7,593.84	7,593.84	-	-	8,796.35	8,796.35
Lease liabilities	-	-	177.87	177.87	-	-	-	-
Interest on Security Deposit Payable	-	-	40.16	40.16	-	-	31.24	31.24
Unpaid Dividend	-	-	8.93	8.93	-	-	1.09	1.09
Sundry Creditors for Capital Goods	-	-	61.70	61.70	-	-	27.53	27.53
Deposits	-	-	422.30	422.30	-	-	1.56	1.56
Total financial liabilities	**-**	**-**	**54,178.33**	**54,178.33**	**-**	**-**	**51,333.44**	**51,333.44**

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the consolidated financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial assets measured at fair value

(₹ in Lacs)

Financial assets measured at fair value At March 31, 2026	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
– Equity instruments	-	-	100.20	100.20
Fair Valuation of Forward Contracts at FVTPL	932.43	-	-	932.43
Total	**932.43**	**-**	**100.20**	**1,032.63**
Financial assets measured at fair value At March 31, 2025	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets				
Financial Investments at FVTPL				
– Equity instruments	-	-	100.20	100.20
Fair Valuation of Forward Contracts at FVOCI	(9.76)	-	-	(9.76)
Total	**(9.76)**	**-**	**100.20**	**90.44**

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds and forward contracts that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

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

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration.

ii) Valuation technique used to determine fair value

The fair value of forward contracts has been determined using mark-to-market valuations provided by the banks, based on observable market inputs, as at March 31, 2026.

The equity investments are unquoted and have been classified within Level 3 of the fair value hierarchy. In the absence of quoted market prices and observable market inputs, their carrying amount has been considered a reasonable approximation of fair value based on the information available as at March 31, 2026.

iii) Valuation processes

The carrying amounts of trade receivables, trade payables, capital creditors, loans to staff, security deposits with government departments, cash and cash equivalents, current borrowings, and other financial assets and liabilities are considered to approximate their fair values due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

As per our report of attached even date
FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Ashishkumar Bairagra
Partner
Membership No.109931

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Place : Mumbai
Date : 30th May, 2026

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To,
The Members of **DONEAR INDUSTRIES LIMITED**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **DONEAR INDUSTRIES LIMITED** ("Holding Company") and its associate (the Company and its associate together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2026, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information ("the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2026, their consolidated profit, their consolidated other comprehensive income, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI"), 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 consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
A. Inventory Valuation	
As at March 31, 2026, the Group held ₹ 41,517.47 Lakhs of inventory representing 48.70 % of total assets. Out of which stock amounting to ₹ 4,461.54 Lakhs is lying at third party on sale or return basis. Given the size of inventory value to the total assets of the company and the estimate and judgments involved in the valuation of the inventory, we considered the same as key audit matter. As disclosed in Note No. 2(F), inventories are held at the lower of cost or net realisable value determined by using the weighted average cost method, except for Dyes and Chemicals included in cost of Raw Material is determined on First-in first-out (FIFO) basis. The Group has established systems and processes, including a barcode-based inventory management system, to accurately track inventory movements for stock held at third-party locations. These processes are centrally managed by the head office to ensure consistency and effective control. Management undertakes the following procedure for determining valuation of closing inventory: • Use of physical verification report to arrive at the Inventory at the year end. • Carry out the Weighted Average cost working on quarterly basis to arrive at the valuation of the raw material. • Use Inventory ageing report to identify slow moving & non-moving inventory to evaluate write down, if any, required; • Perform a line-by-line analysis of remaining inventory to ensure it is stated at the lower of cost or net realizable value and a specific write down is recognized wherever required.	Our audit procedures in relation to inventory valuation and existence included, among others: • Evaluated the design and tested the operating effectiveness of internal controls relating to inventory recording, movement, valuation, and monitoring. • Attended physical inventory verification at selected locations and performed test counts on a sample basis. • Obtained confirmation for inventories held at third-party locations and performed alternate audit procedures where confirmations were not received. • Tested the costing methodology adopted by the management and verified compliance with the applicable accounting standards. • Assessed the appropriateness of management's determination of net realisable value by comparing recent selling prices and estimated future demand. • Reviewed ageing analysis of inventories and assessed adequacy of provisions for slow-moving, damaged, and obsolete items. • Performed analytical procedures on inventory turnover ratios, gross margins, and consumption patterns. Based on the procedures performed, the management's assessment relating to valuation and existence of inventories was considered reasonable.

Key Audit Matter	Auditor's Response
Expected Credit Loss (ECL) on Trade Receivables	
Trade receivables form a significant portion of the Company's current assets. The Company applies the Expected Credit Loss ("ECL") model in accordance with Indian Accounting Standard (Ind AS) 109 for impairment assessment. The determination of ECL involves significant management judgment, including assumptions relating to historical default patterns, customer creditworthiness, and forward-looking economic factors. Accordingly, this has been identified as a Key Audit Matter.	Our audit procedures included: • Evaluating the design and implementation of controls over receivables and ECL computation • Testing the ageing analysis of trade receivables • Assessing the reasonableness of management assumptions and estimates • Reviewing subsequent collections and customer payment history • Verifying adequacy of disclosures in the financial statements Based on our audit procedures, we found the assumptions and estimates used by management to be reasonable.

Other Information

The Holding 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 consolidated financial statements, the standalone financial statements and our respective Auditors' Report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the associate audited by the other auditor, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditor and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the associate is traced from their financial statements audited by the other auditor. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act ("Ind AS"). The respective company's Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each entity and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

The respective management and Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its associate which are incorporated in India, have adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities and business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

Other Matters

1. The Consolidated Financial Statements include the audited Financial Statements of an associate company, whose financial statements reflect Group's share of total net loss of Rs. 3.24 lakhs for the year from April 01, 2025 to March 31,2026, as considered in the Consolidated Financial Statements, which have been audited by their respective independent auditor. The Independent Auditors report on Financial Statements of this entity have been furnished to us and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures include in respect of this entity, is based solely on the report of such auditor and the procedures performed by us are as stated in the paragraph above

   Our opinion on the consolidated financial results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements / information of associate, referred to in the paragraph on 'Other Matters' section above, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, returns and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 3 of Companies (Indian Accounting Standards) Rules, 2015.

e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditor of its associate company incorporated in India, none of the directors of the Group is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's report of the company and its associate incorporated in India.

g) With respect to the matter to be included in the Auditor's Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Holding Company, to its directors during the current year is in accordance with the provisions of section 197 of the Act. An Associate company has not paid any managerial remuneration during the year. The remuneration paid to any director by the Holding Company, is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditor on the financial statements / information of the associate, as noted in the paragraph on 'Other Matters':

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note No. 32 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses on long-term contracts including derivatives contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which are required to be transferred , to the Investor Education and Protection Fund by its associate company incorporated in India.

iv. (a) The respective Managements of the Holding Company and its associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group 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 Holding Company or any such associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The respective Managements of the Holding Company and its associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented that, to the best of their knowledge and belief, no funds have been received by the Company or any such associate from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group 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. As stated in Note No. 49(ii) to the consolidated financial statements

(a) The final dividend proposed in the previous year, declared, and paid by the holding company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Holding Company have proposed a final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

vi. Based on our examination which included test checks and based on the reports of other auditor of the Associate, the Group wherever applicable, have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the same has been preserved by the Group as per the statutory requirements for record retention.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order” / “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s Report, according to the information and explanations given to us, and based on the CARO reports issued for the Holding Company and its associate included in the consolidated financial statements of the Holding Company, to which reporting under CARO is applicable, we report that there are no unfavorable remarks, qualifications or adverse remarks in these CARO reports except as mentioned below:

Sr. No	Name	CIN	Clause no. of the CARO Report which is unfavorable.
1	Neo Strech Private Limited	U13997MH2023PTC404886	Clause vii(a) and Clause xvii of Annexure A to the Independent Auditors Report

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931YBJFBA8734

Place: Mumbai
Date: May 30, 2026

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

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

Referred to in paragraph 1(f) of the '**Report on Other Legal and Regulatory Requirements**' section of the Independent Auditor's Report on the consolidated financial statements of the Holding Company for the year ended March 31, 2026.

Opinion

In conjunction with our audit of the consolidated financial statements of **DONEAR INDUSTRIES LIMITED** ("the Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of the Holding Company and its associate company, incorporated in India, wherever applicable, as of that date.

In our opinion to the best of our knowledge and according to the opinion expressed in the report of other auditor, the Holding Company, its associate company incorporated in India, wherever applicable, in all material respects, have an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the criteria for internal controls over financial reporting established by the respective companies, wherever applicable, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the paragraph on 'Other Matters', is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company, its associate company incorporated in India, wherever applicable.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to the consolidated financial statements in so far as it relates to an associate company incorporated in India, is based on the corresponding reports of the auditor of such associate.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No. 109931
UDIN: 26109931YBJFBA8734

Place: Mumbai
Date: May 30, 2026

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2026

(₹ in Lacs)

Particulars	Note No.	As at 31.03.2026		As at 31.03.2025	
I ASSETS					
(1) **Non - Current Assets**					
(a) Property, Plant and Equipment	3	8,814.77		8,174.11	
(b) Capital Work-in-progress	4	1,067.40		1,118.74	
(c) Investment Property	5	1,106.90		1,324.65	
(d) Intangible Assets	6	77.27		110.00	
(e) Right Of Use Assets	7	185.39		-	
(f) Financial Assets					
(i) Investment	8	754.79		758.03	
(ii) Other Non-Current Financial Assets	9	559.96		621.72	
(g) Deferred Tax Assets (Net)	10	375.61		430.93	
(h) Other Tax Assets (Net)	11	36.09		164.22	
(i) Other Non-Current Assets	12	512.35	13,490.53	867.99	13,570.39
(2) **Current Assets**					
(a) Inventories	13	41,517.47		36,307.24	
(b) Financial Assets					
(i) Trade Receivables	14	22,261.55		21,395.93	
(ii) Cash and Cash Equivalents	15	411.63		169.62	
(iii) Bank balances other than (ii) above	16	756.26		828.70	
(iv) Other Current Financial Assets	17	1,247.66		235.81	
(c) Other Current Assets	18	5,558.06	71,752.63	6,268.66	65,205.96
TOTAL ASSETS			**85,243.16**		**78,776.35**
II EQUITY AND LIABILITIES					
EQUITY					
(1) **Shareholder's fund**					
(a) Equity Share Capital	19	1,040.00		1,040.00	
(b) Other Equity	20	26,647.84	27,687.84	22,429.68	23,469.68
LIABILITIES					
(2) **Non-current liabilities**					
(a) Financial Liabilities					
(i) Non Current Borrowings	21	35.94		512.74	
(ii) Lease Liabilities	22	170.52		-	
(iii) Other Financial Liabilities	23	3,342.90		3,506.38	
(b) Other Non Current Liabilities	24	146.08	3,695.44	107.80	4,126.92
(3) **Current liabilities**					
(a) Financial Liabilities					
(i) Current Borrowings	25	42,494.69		38,456.55	
(ii) Lease Liabilities	26	7.35		-	
(iii) Trade Payables	27				
- Total outstanding dues of Micro Enterprises and Small Enterprises		1,740.26		271.89	
- Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		5,853.57		8,524.47	
(iv) Other Current Financial Liabilities	28	533.09		61.42	
(b) Other Current Liabilities	29	1,105.29		2,287.99	
(c) Provisions	30	816.33		527.74	
(d) Current Tax Liabilities (Net)	31	1,309.29	53,859.88	1,049.69	51,179.75
TOTAL EQUITY AND LIABILITIES			**85,243.16**		**78,776.35**
Contingent Liabilities and Commitments	32				
Summary of material accounting policies	2				

The accompanying notes are an integral part of the consolidated financial statements.

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

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Ashishkumar Bairagra
Partner
Membership No.109931

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Place : Mumbai
Date : 30th May, 2026

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lacs)

Particulars	Note No.	2025-26	2024-25
Revenue from operations	33	91,247.46	91,369.78
Other income	34	1,604.83	727.91
TOTAL INCOME		**92,852.28**	**92,097.69**
Expenses			
Cost of Materials Consumed	35	36,617.66	29,344.81
Purchases of stock-in-trade	36	13,994.41	21,442.15
Changes in inventories of finished goods, work-in-progress and stock-in-trade	37	(3,809.68)	(2,006.69)
Employee benefits expenses	38	10,081.70	9,132.11
Finance costs	39	3,047.53	3,223.25
Depreciation and Amortisation expense	40	1,397.33	1,311.03
Other expenses	41	25,594.24	25,188.02
TOTAL EXPENSES		**86,923.20**	**87,634.68**
Profit before exceptional items and tax		5,929.08	4,463.01
Exceptional items		-	-
Profit before tax		**5,929.08**	**4,463.01**
Less: Tax Expenses			
Current tax			
of Current Year		1,522.90	1,355.00
of Earlier Years		-	76.56
Deferred tax			
of Current Year		59.75	(157.37)
TOTAL TAX EXPENSES		**1,582.65**	**1,274.19**
Profit after tax before share in net (loss) of associate for the year	(A)	**4,346.44**	**3,188.82**
Share of Profit (Loss) from the Associate Company		(3.24)	(2.03)
Profit after tax for the year		**4,343.20**	**3,186.79**
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		9.77	(9.10)
(ii) Income tax relating to items that will be reclassified to profit or loss		(4.44)	2.29
B. (i) Items that will be not be reclassified to profit or loss		(35.24)	(81.31)
(ii) Income tax relating to items that will not be reclassified to profit or loss		8.87	20.46
Total Other Comprehensive Income for the year	(B)	(21.04)	(67.66)
Total Comprehensive Income for the year	(A+B)	**4,322.15**	**3,119.13**
Earning per equity share :	42		
(1) Basic Earning Per Share		**8.35**	**6.13**
(2) Diluted Earning Per Share		**8.35**	**6.13**
(3) Face Value Per Share		**2.00**	**2.00**
Summary of material accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.

This is the consolidated statement of profit and loss
referred to in our report of even date

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

Ashishkumar Bairagra
Partner
Membership No.109931

Place : Mumbai
Date : 30th May, 2026

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2026

(₹ in Lacs)

Particulars	Note No.	2025-26		2024-25	
I CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before tax as per Statement of Profit & Loss			**5,925.84**		**4,460.98**
Adjustment for :					
(a) Depreciation and amortisation expenses		1,397.33		1,311.03	
(b) Interest Expenses		2,854.79		3,006.26	
(c) Interest Income		(336.55)		(89.65)	
(d) Rent Expense and Rent Income		2.80		-	
(e) (Profit) / Loss on sale of property, plant and equipment		1.55		-	
(f) Property,Plant and Equipment Written Off		-		2.41	
(g) Allowance for Expected Credit Loss		308.50		477.47	
(h) Unrealised Foreign Exchange rate difference(Net)		1,081.94		121.29	
(i) Sundry Balance written Off (Net)		92.35		4.75	
(j) IND AS Adjustment		-		(60.05)	
(k) Share of Associate Company		3.24		2.03	
(l) Fair Valuation of Forward Contract through FVOCI		9.77		(9.10)	
(m) Mark to market of forward contracts		(915.10)		-	
(n) Provisions no longer required		-	4,500.63	-	4,766.43
Operating Profit Before Working Capital Changes			**10,426.47**		**9,227.41**
Adjustment for :					
(a) (Increase) / Decrease in trade and other receivables		(461.42)		(3,967.74)	
(b) (Increase) / Decrease in inventories		(5,210.21)		(3,441.08)	
(c) Increase / (Decrease) in trade, other Payables and provisions		(1,853.04)	(7,524.68)	(1,058.53)	(8,467.35)
Cash Generated From Operations			**2,901.79**		**760.06**
(a) Direct Tax Paid (Net)			(1,341.32)		(813.87)
Net Cash from/(used) Operating Activities	**Total (I)**		**1,560.47**		**(53.79)**
II CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment and intangible assets (Including adjustment for Capital work in process)		(1,322.07)		(2,664.30)	
Sales Proceeds from disposal of property, plant and equipment		0.45		(0.34)	
Fixed Deposits with Bank		72.44		795.17	
Interest Income received		50.88		89.65	
Net Cash from/(used) Investing Activities	**Total (II)**		**(1,198.31)**		**(1,779.82)**
III CASH FLOW FROM FINANCING ACTIVITIES					
Repayment of Non Current Borrowings		(476.80)		(874.22)	
Proceeds from Current Borrowings		2,909.60		5,970.11	
Interest Paid		(2,434.06)		(3,006.26)	
Repayment of Lease liabilities		(15.86)		-	
Dividend Paid		(104.00)		(104.00)	
Net Cash from/(used) Financing Activities	**Total (III)**		**(121.12)**		**1,985.64**
Net Increase/(decrease) in Cash and Cash Equivalents (I+II+III)	**Total**		**241.04**		**152.03**
OPENING BALANCE OF CASH AND CASH EQUIVALENTS			169.62		17.39
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS			410.66		169.42
	Total		**241.04**		**152.03**
Notes :					
(1) **Cash and cash equivalants include:** (Refer Note No 15)					
(a) Cash in hand		27.05		23.82	
(b) Balance with Scheduled Banks					
in Current Accounts		384.58	411.63	145.80	169.62
Unrealised translation gain/(loss)			(0.97)		(0.20)
	Total		**410.66**		**169.42**
(2) Interest received on delayed payments from Customers (₹ 72.66 Lacs) (Previous Year ₹ 46.30 Lacs) has been considered as cash flow from Operating Activities.					
(3) The cash flow statement has been prepared under the Indirect Method as set out in Indian Accounting Standard (IND AS 7) statement of cash flows.					

This is the consolidated statement of cash flow referred to in our report of even date

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Ashishkumar Bairagra
Partner
Membership No.109931

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Place : Mumbai
Date : 30th May, 2026

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2026

A. Equity Share Capital

Statement of Changes in Equity

Particulars	No. of Shares	Amount
Balance as at March 31, 2024	**52,000,000**	**1,040**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2025	**52,000,000**	**1,040**
Changes in equity share capital during the year	-	-
Balance as at March 31, 2026	**52,000,000**	**1,040**

B. Other Equity **(₹ in Lacs)**

Particulars	Reservers and Surplus		Other items of Other comprehensive income		Total
	General Reserves	Retained Earnings	Remeasurement of net defined benefit plans	Hedging Reserves	
Balance as at 31st March, 2024	**3,499.41**	**16,004.44**	**(90.78)**	1.48	**19,414.55**
Profit for the year	-	3,186.79	-	-	3,186.79
Final Dividend paid	-	(104.00)	-	-	(104.00)
Hedging Profit	-	-	-	(6.81)	(6.81)
Remeasurement of Defined Benefit Plan	-	-	(60.85)	-	(60.85)
Balance as at 31st March, 2025	**3,499.41**	**19,087.23**	**(151.63)**	**(5.33)**	**22,429.68**
Profit for the year	-	4,343.20	-	-	4,343.20
Final Dividend paid	-	(104.00)	-	-	(104.00)
Hedging Profit	-	-	-	5.33	5.33
Remeasurement of Defined Benefit Plan	-	-	(26.37)	-	(26.37)
Balance as at 31st March, 2026	**3,499.41**	**23,326.43**	**(178.00)**	**-**	**26,647.84**

This is the Consolidated Statement Of Changes In Equity referred to in our report of even date

FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Ashishkumar Bairagra
Partner
Membership No.109931

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Place : Mumbai
Date : 30th May, 2026

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2026

1 General Information

i Donear Industries Limited ("DIL" or "The Company") is an existing public limited company incorporated on 01/01/1987 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 Donear House, 8th Floor, Plot No. A- 50, Road No. 1, MIDC , Andheri (East), Mumbai- 400093. The Company is manufacturer of fabrics having its own brand name "Donear" and also trading in garments under the brand name of "Dcot". The Company sell its product through multiple channels including wholesale, retail and franchisee etc. during the year ended 31st March' 2026. The equity shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

2 Material Accounting Policies

This note provides a list of the Material accounting policies adopted in the preparation of these consolidated 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 consolidated 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, including the presentation and discloser requirements of Division II of Schedule III to the act.

The consolidated financial statements were authorized for issue by the Company's Board of Directors on 30th May, 2026.

These consolidated 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 (upto 2 decimals) as per requirement of Schedule III, unless otherwise indicated. Further, '0' denotes amount less than Rs. 500.

ii) Basis of Measurement

The group follows the mercantile system of accounting and recognizes income and expenditure on an accrual and going concern basis. The consolidated 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 group'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 group 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 consolidated 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 exists 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 Group 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 Group 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 Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Group 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 Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group 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 Group subsequently measures all equity investments at fair value. Where the Group'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 Group'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 Group 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 Group 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 Group 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 Group 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 Group 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 Group 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 Group has not retained control of the financial asset. Where the Group 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 de-recognition 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

Operating segments are reported in the manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined under Ind AS 108.

(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 group'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 Group 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 Group 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 consolidated 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 Group 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 group 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) Property, Plant & Equipment are stated at cost less accumulated depreciation.

(b) Depreciation is provided on a pro rata basis on the written down value 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.

(vi) Property, Plant & Equipment 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 Group, 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.

(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 Group 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

The Group assesses at contract inception whether a contract is, or contains, a lease. At the commencement date, the Group recognises a right-of-use asset and a corresponding lease liability for all leases, except short-term leases and leases of low-value assets. The lease liability is measured at the present value of future lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The right-of-use asset is measured at cost and is subsequently depreciated on a straight-line basis over the shorter of the lease term and the useful life of the underlying asset. Interest on the lease liability is recognised using the effective interest method. Payments relating to short-term leases and leases of low-value assets are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

(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 Group recognises revenue as under :

(I) Sales

(i) The Group recognizes revenue from sale of goods & services when:

(a) Sales are recognised when the group satisfies a performance obligation by transferring control of the products to the customer. The control of the products is said to have been transferred to the customer when the products are delivered to the customer, the customer has significant risks and rewards of the ownership of the product or when the customer has accepted the product. The revenue is recognised net of estimated rebates/ discounts.

(b) Revenue is measured at the amount of transaction price. Amounts disclosed as revenue are net of returns, rebates and discounts, goods and service tax.

(ii) The Group recognizes revenue from sale of services when:

(a) The amount of revenue can be measured reliably.

(b) It is probable that future economic benefits associated with the transaction will flow to the Group.

(c) The stage of completion of the transaction at the end of the reporting period can be measured reliably.

(d) The cost incurred for transaction and the cost to Complete the transaction can be measured reliably.

(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) Dividends

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.

(III) Derivatives

Derivative financial instruments such as forward contracts, option contracts and cross currency swaps, to hedge its foreign currency risks are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the Statement of Profit and Loss in the period when they arise.

(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 Group operates the following post-employment schemes:

(a) Defined benefit gratuity plan:

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

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

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 recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

(b) Defined Contribution plan:

The group pays provident fund contributions to publicly administered funds as per local regulations. The group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

(O) Foreign currency translation

(i) Functional and presentation currency

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is Group'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 consolidated 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 Group; 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 Group 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 Group 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 Group does not recognise a contingent liability but discloses its existence in the consolidated 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 Group 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 Group 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 Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group 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 consolidated 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).

(Y) Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

In May 2025, MCA notified amendments to Ind AS 21 - The Effects of Changes in Foreign Exchange Rates, applicable w.e.f. April 1, 2025. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

In August 2025, MCA notified the following amendments to:

Ind AS 1, Presentation of Financial Statements, applicable w.e.f April 1, 2025 - The amendment relates to classification of liabilities as current or non-current and non-current liabilities with covenants. In the context of classifying a liability as current, it removes the requirement of existence of a right to defer settlement for at least 12 months after the reporting date, and instead requires that the said right should exist on the reporting date and have substance. The amendment also introduces guidance on the classification of liabilities with covenants. The Group has no impact of these amendments in its classification criteria of current and non-current liabilities.

Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments - Disclosures, applicable w.e.f April 1, 2025 – The amendment in Ind AS 7 requires to inform users of financial statements of the existence of supplier finance arrangements and explain the nature of the arrangements, the carrying amount of liabilities and the range of payment due dates. Ind AS 107 has been amended to add supplier finance arrangements as a factor that may cause concentration of liquidity risk. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact in its financial statements.

Ind AS 12, International Tax Reform – Pillar Two Model Rules applicable immediately - The amendments provide a temporary mandatory relief from deferred tax accounting for top-up tax. The Group has no impact of these amendments in its top-up taxes are recognized as current tax expenses.

Note No. 3 - PROPERTY, PLANT AND EQUIPMENT

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Freehold Land	785.01	-	-	**785.01**	-	-	-	-	**-**	**785.01**
2.	Factory Building	2,932.67	-	-	**2,932.67**	1,637.91	120.69	-	-	**1,758.60**	**1,174.07**
3.	Office Premises	1,814.17	-	-	**1,814.17**	612.29	60.28	-	-	**672.57**	**1,141.59**
4.	Residential Building	21.27	-	-	**21.27**	6.81	0.70	-	-	**7.51**	**13.76**
5.	Plant & Machinery	6,702.09	1,346.00	-	**8,048.09**	3,045.43	561.86	-	-	**3,607.29**	**4,440.80**
6.	Electrical Installation	206.99	75.08	-	**282.07**	164.95	9.31	-	-	**174.26**	**107.81**
7.	Furniture & Fixtures	1,673.69	87.38	-	**1,761.08**	1,032.75	153.55	-	-	**1,186.30**	**574.77**
8.	Computer	448.09	32.58	-	**480.67**	325.57	68.01	-	-	**393.57**	**87.09**
9.	Vehicle	464.57	172.89	25.18	**612.27**	196.57	93.49	-	23.19	**266.88**	**345.40**
10.	Air Conditioner	230.40	11.36	-	**241.76**	156.64	28.99	-	-	**185.63**	**56.13**
11.	Office Equipment	343.55	42.71	-	**386.26**	269.45	28.47	-	-	**297.92**	**88.34**
	Total Property, Plant and Equipment	**15,622.49**	**1,768.01**	**25.18**	**17,365.31**	**7,448.38**	**1,125.35**	**-**	**23.19**	**8,550.54**	**8,814.77**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025	As at 01.04.2024	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2025	As at 31.03.2025
1.	Freehold Land	683.34	101.67	-	**785.01**	-	-	-	-	**-**	**785.01**
2.	Factory Building	2,932.67	-	-	**2,932.67**	1,504.70	133.21	-	-	**1,637.91**	**1,294.76**
3.	Office Premises	1,814.17	-	-	**1,814.17**	548.81	63.48	-	-	**612.29**	**1,201.88**
4.	Residential Building	21.27	-	-	**21.27**	6.07	0.74	-	-	**6.81**	**14.46**
5.	Plant & Machinery	5,475.67	1,226.41	-	**6,702.09**	2,555.31	490.13	-	0.00	**3,045.43**	**3,656.66**
6.	Electrical Installation	202.08	4.91	-	**206.99**	158.87	6.08	-	-	**164.95**	**42.04**
7.	Furniture & Fixtures	1,344.42	329.28	-	**1,673.69**	893.33	139.43	-	0.01	**1,032.75**	**640.94**
8.	Computer	347.84	100.25	-	**448.09**	253.93	71.64	-	-	**325.57**	**122.52**
9.	Vehicle	334.01	196.50	65.93	**464.57**	216.41	44.01	-	63.85	**196.57**	**268.00**
10.	Air Conditioner	192.46	37.94	-	**230.40**	124.56	32.08	-	-	**156.64**	**73.76**
11.	Office Equipment	309.67	33.88	-	**343.55**	251.65	17.80	-	-	**269.45**	**74.09**
	Total Property, Plant and Equipment	**13,657.59**	**2,030.83**	**65.93**	**15,622.49**	**6,513.64**	**998.60**	**-**	**63.86**	**7,448.38**	**8,174.11**

Note No. 4 - CAPITAL WORK IN PROGRESS

(₹ in Lacs)

Sr. No.	Particulars of Assets	As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026
1.	Plant & Machinery	1,096.58	1,140.88	1,211.34	**1,026.12**
2.	Furniture & Fixtures	22.16	19.12	-	**41.27**
3.	Electrical Installation	-	1.40	1.40	**-**
4.	Furniture & Fixtures	-	17.72	17.72	**-**
	Total Capital Work-In-Progress #	**1,118.74**	**1,179.12**	**1,230.46**	**1,067.40**

(₹ in Lacs)

Sr. No.	Particulars of Assets	As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025
1.	Plant & Machinery	572.04	1,532.14	1,007.60	**1,096.58**
2.	Furniture & Fixtures	268.84	112.95	359.63	**22.16**
3.	Electrical Installation	-	-	-	**-**
4.	Furniture & Fixtures	-	-	-	**-**
	Total Capital Work-In-Progress #	**840.88**	**1,645.08**	**1,367.22**	**1,118.74**

 # Ageing for capital work-in-progress as at March 31, 2026 is as follows: (₹ in Lacs)

Sr. No.	Particulars of Assets	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
1	Plant & Machinery	945.79	27.74	26.59	26.01	1,026.12
2	Furniture & Fixtures	19.12	22.16	-	-	41.27
	Total	**964.90**	**49.90**	**26.59**	**26.01**	**1,067.40**

 # Ageing for capital work-in-progress as at March 31, 2025 is as follows: (₹ in Lacs)

Sr. No.	Particulars of Assets	Less than 1 year	1-2 years	2-3 years	More than 3 year	Total
1	Plant & Machinery	993.73	76.84	-	26.01	1,096.58
2	Furniture & Fixtures	22.16	-	-	-	22.16
	Total	**1,015.89**	**76.84**	**-**	**26.01**	**1,118.74**

Note No. 5 - INVESTMENT PROPERTY

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Office Premises	983.72	-	-	**983.72**	353.35	30.40	-	-	**383.76**	**599.96**
2.	Electrical Installation	133.21	-	-	**133.21**	110.58	5.99	-	-	**116.57**	**16.64**
3.	Furniture & Fixtures	1,293.24	-	-	**1,293.24**	661.28	163.48	-	-	**824.76**	**468.49**
4.	Air Conditioner	52.06	-	-	**52.06**	47.13	2.22	-	-	**49.35**	**2.71**
5.	Office Equipment	120.32	-	-	**120.32**	85.56	15.65	-	-	**101.21**	**19.10**
	Total Investment Property	**2,582.55**	**-**	**-**	**2,582.55**	**1,257.91**	**217.75**	**-**	**-**	**1,475.65**	**1,106.90**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025	As at 01.04.2024	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2025	As at 31.03.2025
1.	Office Premises	983.72	-	-	**983.72**	321.41	31.94	-	-	**353.35**	**630.37**
2.	Electrical Installation	125.76	7.45	-	**133.21**	103.78	6.81	-	-	**110.58**	**22.63**
3.	Furniture & Fixtures	1,146.82	174.71	28.29	**1,293.24**	471.16	197.44	-	7.32	**661.28**	**631.97**
4.	Air Conditioner	52.06	-	-	**52.06**	43.08	4.05	-	-	**47.13**	**4.93**
5.	Office Equipment	114.26	6.05	-	**120.32**	59.56	26.00	-	-	**85.56**	**34.75**
	Total Investment Property	**2,422.63**	**188.22**	**28.29**	**2,582.55**	**998.99**	**266.24**	**-**	**7.32**	**1,257.91**	**1,324.65**

Amount recognised in profit or loss for Investment Properties

	Particulars	As at 31.03.2026	As at 31.03.2025
1.	Rental Income	799.90	821.01
2.	Direct operating expenses.	418.96	326.60
3.	There are no restrictions on the realisability of investment property.		
4.	The group is using same life for the same class of asset as applicable for property plant and equipment.		
5.	The group is currently using the property as godown for old machinery.		
	Fair Value		
1.	Investment property - The fair value of Investment Property comprising Land and Building has not been ascertained as at the reporting date, as no separate valuation has been carried out by an independent registered valuer.		
2.	The range of estimates within which fair value is highly likely to be- Between ₹ 60 Crores to 75 Crores		

Note No. 6 - INTANGIBLE ASSETS

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Computer Software	309.79	19.28	-	**329.07**	199.80	52.01	-	-	**251.81**	**77.27**
	Total Other Intangible Assets	**309.79**	**19.28**	**-**	**329.07**	**199.80**	**52.01**	**-**	**-**	**251.81**	**77.27**

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED AMORTISATION					NET CARRYING AMOUNT
		As at 01.04.2024	Addition During the Year	Deduction during the Year	As at 31.03.2025	As at 01.04.2024	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2025	As at 31.03.2025
1.	Computer Software	276.67	33.12	-	**309.79**	153.61	46.19	-	-	**199.80**	**110.00**
	Total Other Intangible Assets	**276.67**	**33.12**	**-**	**309.79**	**153.61**	**46.19**	**-**	**-**	**199.80**	**110.00**

7. RIGHT OF USE ASSETS

(₹ in Lacs)

Sr. No.	Particulars of Assets	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION					NET CARRYING AMOUNT
		As at 01.04.2025	Addition During the Year	Deduction during the Year	As at 31.03.2026	As at 01.04.2025	For the Year	Impairment Losses	Deduction during the Year	Upto 31.03.2026	As at 31.03.2026
1.	Computer Software	-	187.62	-	**187.62**	-	2.23	-	-	**2.23**	**185.39**
	Total Other Intangible Assets	**-**	**187.62**	**-**	**187.62**	**-**	**2.23**	**-**	**-**	**2.23**	**185.39**

Note: Right-of-use assets have been presented separately in accordance with Schedule III to the Companies Act, 2013. There was no right-of-use asset recognised as at 31 March 2025; accordingly, the opening balance as at 1 April 2025 is Nil.

8. INVESTMENT

Particulars	Face Value	As at 31.03.2026		As at 31.03.2025	
	(₹ in Lacs)	Qty	(₹ in Lacs)	Qty	(₹ in Lacs)
Unquoted Equity Instruments:-					
Investment in Others (at FVTPL):					
Palsana Enviro Protection Ltd.	100	72,000	98.40	72,000	98.40
OCM Flooring Private Limited	10	18,000	1.80	18,000	1.80
Investment in Associate(at Cost)					
Neo Stretch Private Limited *	10	66,02,200	654.59	66,02,200	657.83
Total			**754.79**		**758.03**

9. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)		
(a) Security Deposits	559.44	485.96
(b) Loan to Staff	-	135.76
(c) Fixed deposits with banks having maturity period of more than 12 months.	0.52	-
Total	**559.96**	**621.72**

10. DEFERRED TAX ASSETS (Net)

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Deferred tax Assets (Net) (Refer Note 10.1)	375.61	430.93
Total	**375.61**	**430.93**

Note No.: 10.1 **(₹ in Lacs)**

Particulars	As at 01.04.2025	Recognised in statement of profit and loss	Recognised in OCI	As at 31.03.2026
Deferred Tax Assets/(Liabilities)				
Property, plant and equipment/Investment Property/Other Intangible Assets	68.91	(7.42)	-	61.49
Fair Value through Profit & Loss	(348.54)	(15.07)	-	(363.61)
Hedging Reserves	4.44	-	(4.44)	-
Expenses allowable under income tax on payment basis	187.26	121.67	8.87	317.79
Forward Contract MTM		(234.67)	-	(234.67)
ROU Asset/Lease liabilty		(1.89)	-	(1.89)
Allowance for Bad & Doubtful Debts	518.86	77.64	-	596.50
	430.93	**(59.75)**	**4.43**	**375.61**

Particulars	As at 01.04.2024	Recognised in statement of profit and loss	Recognised in OCI	As at 31.03.2025
Deferred Tax Assets/(Liabilities)				
Property, plant and equipment/Investment Property/Other Intangible Assets	70.26	(1.35)	-	68.91
Fair Value through Profit & Loss	(326.61)	(21.93)	-	(348.54)
Hedging Reserves	2.15	-	2.29	4.44
Expenses allowable under income tax on payment basis	108.90	57.89	20.46	187.26
Allowance for Bad & Doubtful Debts	396.10	122.76	-	518.86
	250.81	**157.37**	**22.76**	**430.93**

Income tax

The major components of income tax expense for the year ended 31.03.2026

Particulars	For the year ended 31 March, 2026	For the year ended 31 March, 2025
Profit and Loss:		
Current tax – net of reversal of earlier years : ₹ Nil (31 March 2025 - ₹ 76.56 L)	1,522.90	1,431.56
Deferred Tax – net of reversal of earlier years : ₹ Nil (31 March 2025 - ₹ Nil)	59.75	(157.37)
Income Tax Expenses	**1,582.65**	**1,274.19**

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

Particulars	For the year ended 31 March, 2026	For the year ended 31 March, 2025
Profit before income tax expense	5,929.08	4,463.01
Tax at the Indian tax rate 25.168% (Previous Year 25.168%)	1,492.26	1,123.25
Add: Items giving rise to difference in tax		
Effect of non-deductible expenses	54.87	41.26
House Property Standard Deduction	(56.58)	(57.98)
Depreciation as per for Income Tax for Rental Premises	36.84	41.58
Tax adjustment of earlier years	-	76.56
Others	55.26	49.50
Income Tax Expenses	**1,582.65**	**1,274.19**

Note: The figures have been regrouped/reclassified, wherever necessary.

11. NON-CURRENT TAX ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Advance Tax and Tax deducted at source [Net of Current Tax provision)	36.09	164.22
Total	**36.09**	**164.22**

12. OTHER NON-CURRENT ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)		
(a) Capital Advances	309.28	689.00
(b) Other Deposits	-	25.11
(c) Advance recoverable in cash or in kind or for value to be received	203.07	153.88
Total	**512.35**	**867.99**

13. INVENTORIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Raw Material	7,277.07	6,425.16
(b) Semi Finished Goods	1,815.23	2,838.02
(c) Finished Fabrics (Refer Note No. 13.1)	22,066.82	16,692.11
(d) Finished Apparels (Refer Note No. 13.2)	8,211.52	8,753.76
(e) Stores & Tools	1,029.43	641.18
(f) Packing Material	1,117.39	957.01
Total	**41,517.47**	**36,307.24**

Note No 13.1: Finished Fabrics inventory includes Goods in Transit ₹ 171.91 lacs (as at 31.03.2025 - ₹ 86.80 lacs)

Note No 13.2: Finished Apparels Inventory includes Goods available with Third Parties on SOR Basis - ₹ 4461.54 (as at 31.03.2025 - ₹ 4798.18 Lacs)

14. TRADE RECEIVABLES

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(Unsecured)				
(a) Considered Good (Refer No. 14.1 & 14.2)	22,261.55		21,395.93	
(b) Considered Doubtful	2,370.08		2,061.58	
	24,631.63		23,457.51	
Less: Allowance for Expected Credit Loss	2,370.08	22,261.55	2,061.58	21,395.93
Total		**22,261.55**		**21,395.93**

Movement in the allowance of Expected Credit Loss

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) Balance at the beginning of the year	2,061.58		1,573.69	
(b) Less: Amounts written off during the year (net)	-	2,061.58	-	1,573.69
(c) Changes in allowance for doubtful receivables		308.50		487.89
(d) Balance at end of the year		2,370.08		2,061.58

Debtors ageing format for Annual report notes

14.1 Ageing for trade receivables - billed - non-current outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of payment						₹ in Lacs
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade receivables - considered goods	14,120.06	6,597.24	720.38	1,493.24	558.51	1,142.19	24,631.63
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
	14,120.06	**6,597.24**	**720.38**	**1,493.24**	**558.51**	**1,142.19**	**24,631.63**
Less: Provision for Impairment Loss Under Expected Credit Loss Model	-	-	-	-	-	-	2,370.08
Total	**14,120.06**	**6,597.24**	**720.38**	**1,493.24**	**558.51**	**1,142.19**	**22,261.55**

14.2 Ageing for trade receivables - billed - non-current outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of payment						₹ in Lacs
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 year	Total
Undisputed trade receivables - considered goods	11,610.32	6,521.97	3,363.18	714.64	223.62	1,023.78	23,457.51
Undisputed trade receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impai red	-	-	-	-	-	-	-
	11,610.32	**6,521.97**	**3,363.18**	**714.64**	**223.62**	**1,023.78**	**23,457.51**
Less: Provision for Impairment Loss Under Expected Credit Loss Model	-	-	-	-	-	-	2,061.58
Total	**11,610.32**	**6,521.97**	**3,363.18**	**714.64**	**223.62**	**1,023.78**	**21,395.93**

15. CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) Balance with banks				
- In Current Account	384.58		145.80	
(b) Cash In Hand	27.05	411.63	23.82	169.62
Total		**411.63**		**169.62**

16. BANK BALANCES

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) Unpaid Dividend Account (Refer Note No. 16.1 & 16.3)	8.93		1.09	
(b) Margin Money Deposits (Refer Note No. 16.2)	747.33	756.26	827.61	828.70
Total		**756.26**		**828.70**

Note No 16.1 The Company can utilise these balances towards settlement of unpaid dividend only

Note No 16.2 Margin money deposits amounting to ₹ 747.33 lakhs (as at 31.03.2025 - ₹ 827.61 lakhs) are lying with bank against Bank Guarantees and Letter of Credit.

Note No 16.3 There are no amounts due for payment to the investor education & Protection Fund under Section 125 of the Companies Act, 2013 as at the year end.

17. OTHER CURRENT FINANCIAL ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)		
(a) Deposits	166.51	215.07
(b) Fair Valuation of Forward Contracts	932.43	(9.76)
(c) Loans to Staff	102.49	30.49
(d) Fixed deposits with banks having a remaining maturity period of less than 12 months.	46.22	-
Total	**1,247.66**	**235.81**

18. OTHER CURRENT ASSETS

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(Unsecured, considered good, unless otherwise stated)		
(a) Trade Advances	1,261.12	1,995.85
(b) Advance recoverable in cash or in kind or for value to be received	218.56	247.99
(c) Export Incentive Receivable	656.55	810.37
(d) Balance with Government Authorities	3,352.24	3,180.48
(e) Others	69.60	33.97
Total	**5,558.06**	**6,268.66**

19. EQUITY SHARE CAPITAL

Particulars	Face Value Amt. in Rupees	As at 31.03.2026		As at 31.03.2025	
		Qty	₹ in Lacs	Qty	₹ in Lacs
(a) Authorised Shares					
Equity Instruments					
Equity Shares	2	16,00,00,000	3,200.00	16,00,00,000	3,200.00
(b) Issued, Subscribed and Fully Paid Up Shares					
Equity Instruments					
Equity Shares	2	5,20,00,000	1,040.00	5,20,00,000	1,040.00
Total			**1,040.00**		**1,040.00**

Note No 19.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2026:

Particulars	Face Value Amt. in Rupees	As at 31.03.2026		As at 31.03.2025	
		No. of shares	Value (₹ in Lacs)	No. of shares	Value (₹ in Lacs)
(a) Number of shares at the beginning	2	5,20,00,000	1,040.00	5,20,00,000	1,040.00
(b) Add : Shares issued during the year	-	-	-	-	-
(c) Less : Shares bought back (if any)	-	-	-	-	-
(d) Number of shares at the end		**5,20,00,000**	**1,040.00**	**5,20,00,000**	**1,040.00**

Note No 19.2: Terms / rights attached to equity shares:

(a) The Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. There is no interim dividend proposed by the Board of Directors.

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

Note No 19.3: The details of shareholders holding more than 5% shares in the company:

Sr. No.	Name of the shareholders	Face Value ₹	As at 31.03.2026		As at 31.03.2025	
			No. of shares held	% of shares held	No. of shares held	% of shares held
1.	Rahul R. Agarwal	2	47,56,901	9.15%	47,56,901	9.15%
2.	Bhavardevi Agarwal	2	48,46,785	9.32%	48,46,785	9.32%
3.	Rajendra Agarwal	2	38,61,814	7.43%	38,61,814	7.43%
4.	Ajay Agarwal	2	37,29,500	7.17%	37,29,500	7.17%
5.	Surya A. Agarwal	2	36,43,750	7.01%	36,43,750	7.01%
6.	Neena Agarwal	2	29,17,750	5.61%	29,17,750	5.61%
7.	Donear Synthetics Limited	2	26,00,000	5.00%	26,00,000	5.00%
	Total		**2,63,56,500**	**50.69%**	**2,63,56,500**	**50.69%**

Note No 19.4: Shares held by Promoters :

The details of the shares held by promoters are as follows :

Sr. No.	Particulars	As at March 31, 2026		As at March 31, 2025		% change during the year
		No. of shares	% of total shares	No. of shares	% of total shares	
A	**Promoters Name**					
1.	Rajendra Vishwanath Agarwal	38,61,814	7.43	38,61,814	7.43	-
2.	Ajay Vishwanath Agarwal	37,29,500	7.17	37,29,500	7.17	-
B	**Promoters Group**					
1.	Bhavardevi Vishwanath Agarwal	48,46,785	9.32	48,46,785	9.32	-
2.	Rahul Rajendra Agarwal	47,56,901	9.15	47,56,901	9.15	-
3.	Surya Ajay Agarwal	36,43,750	7.01	36,43,750	7.01	-
4.	Neenadevi Ajay Agarwal	29,17,750	5.61	29,17,750	5.61	-
5.	Ajay Vishwanath Agarwal (HUF)	23,69,471	4.56	23,69,471	4.56	-
6.	Umadevi Rajendra Agarwal	18,71,463	3.60	18,71,463	3.60	-
7.	Rajendra V. Agarwal (HUF)	13,49,000	2.59	13,49,000	2.59	-
8.	Vishwanath L Agarwal (HUF)	11,52,500	2.22	11,52,500	2.22	-
9.	Kavya Rahul Agarwal	19,100	0.04	19,100	0.04	-
10.	Donear Synthetics Limited	26,00,000	5.00	26,00,000	5.00	-
11.	R Ajaykumar Real Estate LLP	24,00,000	4.62	24,00,000	4.62	-
12.	Donear Retail Private Limited	18,40,000	3.54	18,40,000	3.54	-
13.	Rajendra Synthetics LLP	10,40,000	2.00	10,40,000	2.00	-
14.	Sonia Synthetics LLP	3,60,000	0.69	3,60,000	0.69	-
15.	Lav Kush Traders Private Limited	14,000	0.03	14,000	0.03	-
The percentage shareholding above has been computed considering the outstanding number of shares of 5,20,00,000 as at March 31, 2026 and as at March 31, 2025.						

20. OTHER EQUITY

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
Reserves & surplus*		
(a) General Reserves (Refer Note No. 20.1)	3,499.41	3,499.41
(b) Retained earnings (Refer Note No. 20.2)	23,326.43	19,087.23
(c) Other Comprehensive Income (OCI)		
-Remeasurement of net defined benefit plans	(178.00)	(151.63)
-Hedging Reserve	-	(5.33)
Total	**26,647.84**	**22,429.68**

* For movement, refer statement of changes in equity.

Nature and Purpose of Reserves

Note No. 20.1 General reserve reflects amount transferred from statement of profit and loss and is undistributed accumulated earnings of the company as on the Balance Sheet date. This is available for distribution of Dividend.

Note No. 20.2 This reserve represents undistributed accumulated earnings of the company as on the Balance sheet date. This is available for distribution of Dividend.

21. NON CURRENT BORROWING

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) **Secured Loans** (Refer Note No. 21.1)				
Term Loans - From Bank				
Indian Rupee	473.44		1,381.81	
Less : Current Maturities of Long Term Debts (Refer Note No. 25)	437.50	35.94	869.07	512.74
Total		**35.94**		**512.74**

Note No 20.1: Nature of Securities

Facility	Sr. No.	Name of the Bank	Primary	Collateral
GECL 2.0 Loan	1	**Bank of Baroda**	Second pari-passu charge, by way of hypothecation, over the entire current assets and movable fixed assets of the company, both present and future, in favour of SBICAP Trustee Company Limited, acting in its capacity as trustee for the benefit of the SBI Consortium.	Second pari-passu charge on land and building situated at: (i) Plot No. 910/3, Dokmandi, Village Amli, Silvassa – 396230, Dadra & Nagar Haveli; (ii) Plot No. B/58, Masat Industrial Estate, Silvassa – 396230, Dadra & Nagar Haveli; and (iii) Revenue Block Nos. 194 & 195, 206, Kadodara-Bardoli Road, Village Jolwa, Taluka Palsana, District Surat, Gujarat.
	2	**Indian Bank**		
	3	**State Bank of India**		

#During the year, the Company has fully repaid the term loans availed from Bank of Baroda and Indian Bank. The Company has filed Form CHG-1 for modification of the related charges; however, the update is pending with the Registrar of Companies as at the date of these standalone financial statements.

Note No 21.2:Terms of Repayment

Facility	Sr. No.	Term Loan taken from (Bank's Name)	Loan taken in the year	Loan installment started / starting from	Interest Rate (In %)
GECL 2.0 Loan	1	Bank of Baroda	2021-2022	Apr '22	9.25%
	2	Indian Bank	2021-2022	Sep '22	9.00%
	3	State Bank of India	2022-2023	May '23	9.25%

22. LEASE LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Lease Liabilities	170.52	-
Total	**170.52**	**-**

23. OTHER FINANCIAL LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Others		
Deposits from dealers / customers (Refer Note No. 23.1)	3,342.90	3,506.38
Total	**3,342.90**	**3,506.38**

Note No 23.1: Deposit from Dealers / customers are interest free deposit and repayable on termination of agreement unless otherwise agreed.

24. OTHER NON CURRENT LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Others		
Unearned Income on security deposit received	146.08	107.80
Total	**146.08**	**107.80**

25. CURRENT BORROWING

Particulars	As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a) **Secured Loans** (Refer Note No. 25.1)				
From Bank				
(i) Working Capital Loans	32,574.26		29,624.74	
(ii) Cash Credit	5,880.23	38,454.49	4,360.03	33,984.77
(b) Current maturities of long-term debts (Refer Note No. 21)		437.50		869.07
(c) **Unsecured Loans**				
Loans and Advances from Related Party				
(i) From Directors		3,602.70		3,602.70
Total		**42,494.69**		**38,456.55**

Note No 25.1: Nature of Securities

Facility	Name of the Bank	Primary	Collateral	Guarantee
Working Capital Limits (CC/WCDL/EPC/FUBD/FBP/LC/BG/STL)	State Bank of India Bank of Baroda Indian Bank Yes Bank Limited HDFC Bank LTD	First pari-passu charge, by way of hypothecation, over the entire current assets and movable fixed assets of the company, both present and future, in favour of SBICAP Trustee Company Limited, acting in its capacity as trustee for the benefit of the SBI Consortium.	First pari-passu charge on land and building situated at: (i) Plot No. 910/3, Dokmandi, Village Amli, Silvassa – 396230, Dadra & Nagar Haveli; (ii) Plot No. B/58, Masat Industrial Estate, Silvassa – 396230, Dadra & Nagar Haveli; and (iii) Revenue Block Nos. 194 & 195, 206, Kadodara-Bardoli Road, Village Jolwa, Taluka Palsana, District Surat, Gujarat.	Personal Guarantee of Promoter & Managing Director - Mr. Rajendra V Agarwal.

26. LEASE LIABILITIES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Lease Liabilities	7.35	-
Total	**7.35**	**-**

27. TRADE PAYABLES

Particulars	As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a) Dues of micro and small enterprises (Refer Note No. 27.1, 27.2 & 27.3)	1,740.26	271.89
(b) Dues other than micro and small enterprises (Refer Note No. 27.2 & 27.3)	5,853.57	8,524.47
Total	**7,593.84**	**8,796.35**

Note No 27.1 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 Group regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Group.

Note No 27.2: Dues To Micro and Small Enterprises

The Group 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 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
a) The principal amount remaining unpaid to any supplier at the end of the year	1,740.26	271.89
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#	-	-

 # The company has not provided for interest, if any, payable to micro and small enterprises under Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 on overdue outstanding dues.

Note No 27.3: Ageing for trade payables outstanding as at March 31, 2026 is as follows:

Particulars	Outstanding for following periods from due date of Payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade payables						
MSME*	993.03	738.07	9.17	-	-	1,740.26
Others	2,496.77	1,728.08	118.49	26.26	90.73	4,460.33
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	3,489.79	**2,466.16**	**127.66**	**26.26**	**90.73**	**6,200.59**
Accrued expenses (Including Employee Liabilities)	-	-	-	-	-	1,393.24
Total	**3,489.79**	**2,466.16**	**127.66**	**26.26**	**90.73**	**7,593.84**

Note No 27.4:Ageing for trade payables outstanding as at March 31, 2025 is as follows:

Particulars	Outstanding for following periods from due date of Payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Trade payables						
MSME*	-	271.89	-	-	-	271.89
Others	5,704.95	669.87	84.39	126.23	79.39	6,664.84
Disputed dues - MSME*	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	5,704.95	**941.75**	**84.39**	**126.23**	**79.39**	**6,936.72**
Accrued expenses (Including Employee Liabilities)	-	-	-	-	-	1,859.63
Total	**5,704.95**	**941.75**	**84.39**	**126.23**	**79.39**	**8,796.35**

***MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.**

28. **OTHER CURRENT FINANCIAL LIABILITIES**

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	Interest on Security Deposit Payable	40.16	31.24
(b)	Unpaid Dividend	8.93	1.09
(c)	Sundry Creditors for Capital Goods	61.70	27.53
(d)	Deposits	422.30	1.56
	Total	**533.09**	**61.42**

29. **OTHER CURRENT LIABILITIES**

Particulars		As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a)	Advance from Customers	991.54		2,100.36	
(b)	Unearned Income on security deposit received	-		34.43	
(c)	Statutory Dues Payable	113.75	1,105.29	153.20	2,287.99
	Total		**1,105.29**		**2,287.99**

Note: Advance from customers includes advance received from Related Parties amounting to NIL (P.Y. ₹ 76.56 Lacs)

30. **PROVISIONS**

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	Provision for Employee Benefits		
	Leave Encashment	192.26	190.70
	Gratuity (Refer Note No. 44)	624.07	337.03
	Total	**816.33**	**527.74**

31. **CURRENT TAX LIABILITIES (Net)**

Particulars		As at 31.03.2026 (₹ in Lacs)	As at 31.03.2025 (₹ in Lacs)
(a)	Provision for Taxation [Net of Tax Payments]	1,309.29	1,049.69
	Total	**1,309.29**	**1,049.69**

32. **CONTINGENT LIABILITIES AND COMMITMENTS**

Particulars			As at 31.03.2026 (₹ in Lacs)		As at 31.03.2025 (₹ in Lacs)	
(a)	**Contingent Liability not provided for in respect of**					
	(i)	Claims against the Group not acknowledged as debt		45.85		45.85
	(ii)	Other money for which the group is contingently liable :				
		Bank Guarantees	426.57		-	
		Bonds executed under EPCG Schemes to Customs Authorities	-	426.57	205.94	205.94
(b)	**Commitments not provided for in respect of**					
	(i)	Estimated amount of contracts remaining to be executed on capital account (net of advances)		96.21		61.45
		Total		**568.62**		**313.25**

33. REVENUE FROM OPERATIONS

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a) Sale of Products		89,559.82		89,278.90
(b) Sale of Services		1,220.55		1,499.90
(c) Other Operating Revenue				
Sale of Scrap	124.05		120.67	
Export Incentives	343.04	467.09	470.30	590.98
Total		**91,247.46**		**91,369.78**

34. OTHER INCOME

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a) Interest income				
Interest on Deposit with Bank	50.88		89.65	
Fair Valuation of Financial Assets	250.93		246.52	
Unwinding of interest on security deposits	34.75		62.29	
Interest on delayed payments from Customers	72.66	409.21	46.30	444.76
(b) Other non-operating income				
Other Support Services Charges	280.12		282.18	
Gain on Mark-to-Market Valuation of Foreign Currency-Denominated Loans	915.10		-	
Miscellaneous Income	0.39	1,195.62	0.97	283.15
Total		**1,604.83**		**727.91**

35. COST OF MATERIALS CONSUMED

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Raw Material Consumed				
Opening Stock of Raw Material	6,425.16		5,271.17	
Add : Purchases of Raw Material	37,469.56		30,498.81	
Less : Closing Stock of Raw Material	7,277.07	36,617.66	6,425.16	29,344.81
Total of Cost of materials consumed		**36,617.66**		**29,344.81**

36. PURCHASES OF STOCK IN TRADE

Particulars	2025-2026 (₹ in Lacs)	2024-2025 (₹ in Lacs)
(a) Finish Fabric Purchases	9,940.62	15,256.99
(b) Grey Fabric Purchases	-	1,400.15
(c) Garment Purchases	4,053.79	4,785.00
Total	**13,994.41**	**21,442.15**

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

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a) **Inventories at the end of the year**				
Finished Fabrics	22,066.82		16,692.11	
Work in Progress	1,815.23		2,838.02	
Finished Apparels	8,211.52	32,093.58	8,753.76	28,283.89
(b) **Inventories at the beginning of the year**				
Finished Fabrics	16,692.11		15,321.29	
Work in Progress	2,838.02		3,177.89	
Finished Apparels	8,753.76	28,283.90	7,778.02	26,277.20
Total		**(3,809.68)**		**(2,006.69)**

38. EMPLOYEE BENEFITS EXPENSE

Particulars	2025-2026 (₹ in Lacs)	2024-2025 (₹ in Lacs)
(a) Salaries, Wages & Other Benefits	9,282.79	8,433.85
(b) Contribution to Provident Fund and Other Funds	629.38	527.37
(c) Staff Welfare Expenses	169.53	170.89
Total	**10,081.70**	**9,132.11**

39. FINANCE COSTS

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
(a) Interest expenses				
(i) Interest on Term Loans from bank	89.96		167.18	
(ii) Interest on Other Bank Loans	2,328.44		2,429.82	
(iii) Interest on Income Tax	206.14		-	
(iv) Interest on Leased obligation	6.12		-	
(v) Unwinding of interest on security deposits	208.47	2,839.13	216.99	2,813.99
(b) Other Borrowing Cost				
(i) Processing Charges	99.94		145.34	
(ii) Interest on Unsecured Loan	15.66	115.60	10.74	156.08
(c) Net Loss on Foreign Currency Transactions Considered as Borrowing Cost		92.81		253.17
Total		**3,047.53**		**3,223.25**

40. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	2025-2026 (₹ in Lacs)	2024-2025 (₹ in Lacs)
(a) Depreciation on Property, Plant and Equipment (Refer Note No. 3)	1,125.35	998.60
(b) Depreciation on Investment Property (Refer Note No. 5)	217.75	266.24
(c) Amortisation on Intangible Assets (Refer Note No. 6)	52.01	46.19
(d) ROU Depreciation (Refer Note No. 7)	2.23	-
Total	**1,397.33**	**1,311.03**

41. OTHER EXPENSES

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Consumption of Stores & Spares		1,121.20		1,035.61
Manufacturing & Processing Charges		473.30		584.35
Weaving Charges		1,037.08		1,128.28
Other Labour Charges		4,187.52		5,023.50
Power and Fuel		4,840.84		4,822.73
Repairs and Maintenance				
On Building	49.17		26.95	
On Machinery	306.68		355.09	
On Others	275.24	631.09	333.34	715.39
Security Charges		73.60		70.39
Brokerage on purchase		13.49		24.54
Legal & Professional Expenses		358.37		259.44
Travelling & Conveyance		1,014.12		1,106.80
Net Loss / (Gain) on Foreign Currency Transactions		1,218.52		26.73

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Insurance Charges		133.94		109.91
Packing Material Consumed		1,842.96		2,101.98
Rates & Taxes		350.68		191.81
Rent Expense		2,226.96		2,110.96
Interest Expenses		56.18		55.36
Printing & Stationery		112.26		114.02
Postage, Telegram & Telephone		202.70		255.45
Payment to Auditor (Refer Note No. 41.1)		17.30		15.11
Sundry Balance W/off (Net of W/back)		92.35		4.75
Loss on Sale of Scrips		-		0.09
Property, Plant And Equipment Written Off		-		2.41
Impairment Loss Under Expected Credit Loss Model		308.50		477.47
Bad Debts Recovered	-		10.42	
Less : Impairment Loss Under Expected Credit Loss Model	-	-	10.42	-
Bank Charges		95.94		140.55
Transportation Expenses		949.63		965.91
Sample Expenses		79.70		155.27
Advertisement & Sales Promotion		1,814.64		1,611.52
CSR Expenses		100.00		86.69
Sales Commission		2,073.83		1,778.40
Miscellaneous Expenses		167.52		212.63
		25,594.24		**25,188.02**

Note No. 41.1 - Payment to Auditor:

Particulars	2025-2026 (₹ in Lacs)		2024-2025 (₹ in Lacs)	
Statutory Auditors Remuneration				
As an auditor				
- Audit Fees (including Limited Review Fees and Out-of-Pocket Expenses)		12.26		10.07
Other capacity				
- Certification	0.10		0.20	
- Other Services	2.20	2.30	1.84	2.04
For Taxation Matters		1.50		1.75
For Cost Audit Fees		1.25		1.25
		17.30		**15.11**

42. EARNING PER SHARE (EPS)

Earning Per Share (EPS) - the numerators and denominators used to calculate Basic and Diluted earning per share :

Particulars	2025-2026		2024-2025	
	Description	Value	Description	Value
(a) Profit attributable to Equity Shareholders	(In Lacs.)	4,343.20	(In Lacs.)	3,186.79
(b) Number of Equity Shares outstanding during the year	(In Nos.)	5,20,00,000	(In Nos.)	5,20,00,000
(c) Face Value of each Equity Share	(In Rs.)	2.00	(In Rs.)	2.00
(d) Basic / Diluted earning per share (a) / (b)	(In Rs.)	8.35	(In Rs.)	6.13

43. Related party disclosures as required under Ind AS 24, "Related Party Disclosures", are given below:

Name of the related party and description of relationship.

Related Parties			Nature of Relationship
(a)	(i)	Shri Rajendra V. Agarwal	Managing Director
	(ii)	Shri Ajay V. Agarwal	Whole-time Director
	(iii)	Mr. Govind Shrikhande (Office vacated w.e.f. 10.11.2025)	Independent Director
	(iv)	Mr. Aniruddha Deshmukh	Independent Director
	(v)	Mr. Harjeet Kaur Joshi (Appointed w.e.f. 18.10.2025)	Independent Director
	(vi)	Mrs. Aparna Chaturvedi (Office vacated w.e.f. 29.05.2025)	Independent Director
	(vii)	Mr. Hemant R. Bharambe (Appointed w.e.f. 11.11.2025)	Independent Director
	(viii)	Mrs. Medha Pattanayak (Office vacated w.e.f. 25.09.2025)	Independent Director
(b)	(i)	Mr. Sachin Gupta (Office vacated w.e.f. 01.08.2024)	Company Secretary
	(ii)	Mrs. Sejal Shah (Office vacated w.e.f. 14.08.2025)	Company Secretary
	(iii)	Mrs. Krishna Agrawal (Appointed w.e.f. 26.09.2025)	Company Secretary
(c)	(i)	Mr Ashok Agarwal	Chief Financial Officer
(d)	(i)	Mrs. Neena Agarwal (Wife of Shri Ajay V. Agarwal)	Relative of Key Management Personnel
	(ii)	Mr. Rahul Agarwal (Son of Shri Rajendra V. Agarwal)	Relative of Key Management Personnel
	(iii)	Mr. Surya Agarwal (Son of Shri Ajay V. Agarwal)	Relative of Key Management Personnel
	(iv)	Mr. Kavya Agarwal (Daughter in Law of Shri Rajendra V. Agarwal)	Relative of Key Management Personnel
(e)	(i)	Donear Synthetics Limited	Entities where individual having control / significant influence or key management personnel or their relatives are able to exercise significant influence
	(ii)	Donear Retail Private Limited	
	(iii)	Rajendra Synthetics Pvt. Ltd	
	(iv)	R. Ajay Kumar Real Estate LLP	
	(v)	Sonia Synthetics LLP	
	(vi)	Ajay Vishwanath Agarwal (HUF)	
	(vii)	Lav Kush Traders Private Limited	
	(viii)	Rajendra Vishwanath Agarwal (HUF)	
	(ix)	Vishwanath L Agarwal (HUF)	
	(x)	Neptune Fabs (Mrs. Bhavardevi Agarwal is the proprietor, Mother of Mr. Rajendra Agarwal)	
	(xi)	Venus Textiles (Mrs. Neena Agarwal is the proprietor, wife of Mr. Ajay Agarwal)	
	(xii)	Lotus Fabrics (Mrs. Uma Agarwal is the proprietor, Wife of Mr. Rajendra Agarwal)	
	(xiii)	Mercury Industries (Mr. Rahul Agarwal is the proprietor, Son of Mr. Rajendra Agarwal)	
	(xiv)	GBTL Limited	
	(xv)	OCM Private Limited	
	(xvi)	UN Reality Private Limited	
	(xvii)	VRA Reality Private Limited	
	(xviii)	Krishna Fabrics (Mr. Surya Agarwal, Son of Mr. Ajay Agarwal)	
	(xix)	Laxmi Enterprises (Mr. Surya Agarwal and Mr. Rahul Agarwal are in Partnership)	
	(xx)	Hanuman Fabrics (Mr. Ajay Agarwal is the Proprietor)	
	(xxi)	Shiv Textiles (Mr. Ajay Agarwal HUF is the proprietor)	
	(xxii)	Vinayaka Textiles (Mrs. Kavya Agarwal is the proprietor)	
	(xxiii)	OCM Flooring Private Limited	
	(xxiv)	Neo Stretch Private Limited	

Disclosure of related party transaction during the year.

(₹ in Lacs)

Nature of Transaction & Name of the Related Party			2025-2026		2024-2025	
(a)	**Purchase of Goods, Fixed Assets, Stores & Other Services (Net of Goods Return)**					
	(i)	Neptune Fabs	62.97		81.47	
	(ii)	Venus Textiles	92.31		80.26	
	(iii)	Lotus Fabrics	70.51		200.84	
	(iv)	Mercury Industries	111.92		423.43	
	(v)	GBTL Limited	6,444.43		6,526.24	
	(vi)	OCM Private Limited	2,068.37		2,041.50	
	(vii)	Neo Stretch Private Limited	44.96	8,895.47	-	9,353.74
(b)	**Sale of Goods, Fixed Assets, Stores & Other Services (Net of Goods Return)**					
	(i)	GBTL Limited	12,641.37		8,729.97	
	(ii)	OCM Private Limited	1,741.71		1,032.04	
	(iii)	Neo Stretch Private Limited	142.63	14,525.71	-	9,762.02
(c)	**Director's Sitting Fees**					
	(i)	Mr. Govind Shrikhande	3.00		3.50	
	(ii)	Mr. Aniruddha Deshmukh	5.40		3.50	
	(iii)	Mr. Harjeet Kaur Joshi	1.60		-	
	(iv)	Mrs. Aparna Chaturvedi	0.50		-	
	(v)	Mr. Hemant R. Bharambe	1.60		-	
	(vi)	Mrs. Medha Pattanayak	1.10	13.20	3.50	10.50
(d)	**Remuneration Paid**					
	(i)	Shri Rajendra V. Agarwal	43.11		36.28	
	(ii)	Shri Ajay V. Agarwal	17.20		16.85	
	(iii)	Mrs. Neena Agarwal	30.54		31.33	
	(iv)	Mr. Surya Agarwal	-		1.50	
	(v)	Mrs. Kavya Agarwal	32.97		22.20	
	(vi)	Mr. Ashok Agarwal	38.17		36.99	
	(vii)	Mrs. Uma Agarwal	3.59		3.60	
	(viii)	Mr. Kishor Sinh Parmar	19.30		18.64	
	(ix)	Mr. Sachin Gupta	-		3.89	
	(x)	Mrs. Sejal Shah	0.61		4.08	
	(xi)	Mrs. Krishna Agarwal	5.04	190.54	-	175.36
(e)	**Dividend Paid**					
	(i)	R.Ajaykumar Real Estate. LLP	4.80		4.80	
	(ii)	Mrs. Bhaverdevi Agarwal	9.69		9.69	
	(iii)	Mrs. Uma Agarwal	3.74		3.74	
	(iv)	Donear Retail Private Limited	3.68		3.68	
	(v)	Ajay Vishwanath Agarwal (HUF)	4.74		4.74	
	(vi)	Rajendra Vishwanath Agarwal (HUF)	2.70		2.70	
	(vii)	Vishwanath L Agarwal (HUF)	2.31		2.31	
	(viii)	Donear Synthetics Limited	5.20		5.20	
	(ix)	Rajendra Synthetics LLP	2.08		2.08	
	(x)	Sonia Synthetics LLP	0.72		0.72	
	(xi)	Lav Kush Traders Private Limited	0.03		0.03	
	(xii)	Mr. Rajendra V. Agarwal	7.72		7.72	
	(xiii)	Mr. Ajay V. Agarwal	7.46		7.46	
	(xiv)	Mrs. Neena A. Agarwal	5.84		5.84	
	(xv)	Mr. Rahul Agarwal	9.51		9.51	
	(xvi)	Mr. Surya Agarwal	7.29		7.29	
	(xvii)	Mrs. Kavya Agarwal	0.04	77.56	0.04	77.56

(₹ in Lacs)

Nature of Transaction & Name of the Related Party	2025-2026		2024-2025	
(f) **Rent Paid**				
(i) R.Ajaykumar Real Estate. LLP		18.00		18.00
(g) **Interest Paid**				
(i) UN Reality Private Limited	16.08		10.74	
(ii) VRA Reality Private Limited	0.61	16.69	-	10.74
(h) **Rent Received**				
(i) Neptune Fabs	1.00		1.00	
(ii) Venus Textiles	1.00		1.00	
(iii) Lotus Fabrics	1.00		1.00	
(iv) Mercury Industries	1.00	4.00	1.00	4.00
(i) **Other recovery of expenses**				
(i) Neptune Fabs	19.02		16.02	
(ii) Venus Textiles	29.42		25.12	
(iii) Lotus Fabrics	19.13		16.60	
(Iv) Mercury Industries	28.73	96.30	23.42	81.15
		23,837.48		**19,493.06**

Short-term employee benefits, including salaries, post-employment benefits and other long-term employee benefits paid/payable to Key Managerial Personnel have not been presented separately in the consolidated financial statements and are included under Employee Benefits in accordance with the presentation requirements of Schedule III to the Companies Act, 2013. The same has been disclosed above as related party transactions in accordance with Ind AS 24.

(₹ in Lacs)

Name of the Related Party	As at 31.03.2026		As at 31.03.2025	
(a) **Outstanding Net Receivable**				
(i) GBTL Limited	4,797.78		849.74	
(ii) Venus Textiles	0.03		-	
(iii) Neptune Fabs	0.03		-	
(iv) Lotus Fabrics	0.44		-	
(vi) Neo Stretch Private Limited	2.00	4,800.27	-	849.74
(b) **Outstanding Net Payable**				
(i) OCM Private Limited	288.00		265.01	
(ii) Mercury Industries	0.10	288.11	-	265.01
(c) **Deposit Given**				
(i) R.Ajaykumar Real Estate. LLP	4.50	4.50	4.50	4.50
(d) **Deposit Taken**				
(i) Neptune Fabs	30.00		30.00	
(ii) Venus Textiles	30.00		30.00	
(iii) Lotus Fabrics	30.00		30.00	
(iv) Mercury Industries	30.00	120.00	30.00	120.00
(e) **Loans Outstanding**				
(i) Shri Rajendra Agarwal	1,477.04		1,477.04	
(ii) Shri Ajay V. Agarwal	2,125.66	3,602.70	2,125.66	3,602.70
(f) **Guarantee given by directors**				
(i) Towards Term Loan	473.44		1,381.81	
(ii) Towards Working Capital	38,454.49	38,927.93	33,984.77	35,366.58
		47,743.51		**40,208.54**

44. 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 Providend Fund. The expenses recognised for the year are as under :

(₹ in Lacs)

Particulars	**2025-26** ₹	**2024-25** ₹
Employer's Contribution to Providend Fund	255.70	275.89

(ii) Defined Benefit Plan

(a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 to 25 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 plans and the amounts recognised in the Group’s consolidated financial statements as at 31 March 2026 and 31 March 2025.

(₹ in Lacs)

		Particulars	**As at 31.03.2026**	**As at 31.03.2025**
(a)	**Defined Benefit Plan - Gratuity**		Funded	Funded
	(i)	**Assumptions**	As on 31/03/2026	As on 31/03/2025
		Discount Rate	7.07%	7.25%
		Salary Escalation	5.00%	5.00%
		Retirement Age	58 Years	58 Years
		Employee Attrition Rate	10.00%	10.00%
		Mortality	Published rates under the Indian Assured Lives Mortality (2012-14) Urban	Published rates under the Indian Assured Lives Mortality (2012-14) Urban
	(ii)	**Table showing changes in present value of obligations**	As on 31/03/2026	As on 31/03/2025
		Present value of obligations as at beginning of year	558.62	401.63
		Interest cost	39.15	28.11
		Current Service cost	118.20	79.21
		Past Service cost	146.27	-
		Benefits paid	(9.81)	(31.65)
		Actuarial (gain)/Loss on obligations	36.59	81.31
		Present value of obligations as at end of year	889.02	558.62
	(iii)	**Table showing changes in the fair value of plan assets**		
		Fair value of plan assets at beginning of year	219.35	222.70
		Expected return on plan assets	16.51	15.53
		Contributions	-	15.00
		Benefits paid	(9.81)	(31.65)
		Actuarial Gain / (Loss) on Plan assets	-	-
		Fair value of plan assets at the end of year	226.05	221.59
	(iv)	**Table showing fair value of plan assets**		
		Fair value of plan assets at beginning of year	219.35	222.70
		Actual return on plan assets	16.51	15.53
		Contributions	-	15.00
		Benefits Paid	(9.81)	(31.65)
		Fair value of plan assets at the end of year	226.05	221.59
		Funded Status	(662.97)	(337.03)
		Excess of Actual over estimated return on plan assets	-	-
		(Actual rate of return=Estimated rate of return as ARD falls on 31st March)		

		Particulars	As at 31.03.2026	As at 31.03.2025
	(v)	**Actuarial Gain/Loss recognized**		
		Actuarial(gain)/Loss for the year Obligation	36.59	(81.31)
		Actuarial (gain)/Loss for the year - Plan Assets	(1.35)	-
		Total (gain)/Loss for the year	35.24	81.31
		Actuarial (gain)/Loss recognized in the year	35.24	81.31
	(vi)	**The amounts to be recognized in the Balance Sheet**		
		Present value of obligations as at the end of year	889.02	558.62
		Fair value of plan assets as at the end of the year	226.05	221.59
		Funded status	(662.97)	(337.03)
		Net Asset / (Liability) recognized in balance sheet	(662.97)	(337.03)
	(vii)	**Expenses Recognised in statement of Profit & Loss**		
		Current Service cost	118.20	79.21
		Past Service cost	146.27	-
		Interest Cost	23.99	28.11
		Expected return on plan assets	(16.51)	(15.53)
		Net Actuarial (gain)/Loss recognised in the year	35.24	81.31
		Expenses recognised in statement of Profit & Loss	307.19	173.10

Sensitivity Analysis

Significant actuarial assumptions used in determining the defined benefit obligation include the discount rate and salary escalation rate. The sensitivity analysis below is based on reasonably possible changes in each assumption as at the end of the reporting period, while holding all other assumptions constant. The figures presented below are gross figures representing the revised defined benefit obligation under each scenario and not the net increase or decrease arising from the change in the respective rate.

Defined Benefit Plan	Discount Rate		Salary Escalation Rate	
	PVO DR +1%	PVO DR -1%	PVO ER +1%	PVO ER -1%
PVO	852.78	929.24	927.37	853.88

Expected Payout

Year	Payouts
Expected Outgo First	277.27
Expected Outgo Second	85.69
Expected Outgo Third	86.09
Expected Outgo Fourth	85.35
Expected Outgo Fifth	83.58
Expected Outgo Six to Ten years	327.89

Expected rate of return basis

Expected rate of return basis is the discount rate as at previous valuation date as per the accounting standard.

Description of Plan Assets and Reimbursement Conditions

100% of the Plan Asset is entrusted to LIC of India under their Group Gratuity Scheme. The reimbursement is subject to insurer's Surrender Policy.

Investment / Interest Risk

The Company is exposed to Investment / Interest risk if the return on the invested fund falls below the discount rate used to arrive at present value of the benefit.

Longevity Risk

The Company is not exposed to risk of the employees living longer as the benefit under the scheme ceases on the employee separating from the employer for any reason.

Risk of Salary Increase

The Company is exposed to higher liability if the future salaries rise more than assumption of salary escalation.

Discount Rate

The discount rate has remain unchanged and hence there is no change in liability resulting in no actuarial gain or loss due to change in discount rate.

45 DERIVATIVES

HEDGED :

The Company has entered into forward hedged exchange contracts, being derivative instruments hedge purpose and not intended for trading or speculation purposes, to establish the amount of currency in Indian Rupees required or available at the settlement date of Current Borrowings. The following are the outstanding Forward Exchange Contracts entered into by the Company.

Currency	Buy or Sell	As at 31.03.2026		As at 31.03.2025	
		Foreign Currency Amount	₹ in Lacs	Foreign Currency Amount	₹ in Lacs
USD	BUY	2,46,91,104	23,371.19	2,39,20,215	20,445.80
USD	SELL	1,44,020	155.80	-	-

UNHEDGED :

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under :

(a) Amount Receivable in Foreign Currency on account of the following :

Particulars and Currency	As at 31.03.2026		As at 31.03.2025	
	Foreign Currency Amount	₹ in Lacs	Foreign Currency Amount	₹ in Lacs
USD	1,185,244	1,121.88	1,289,547	1,102.24
Euro	107,390	117.06	900,726	829.48

(b) Amount Payable in Foreign Currency on account of the following :

Particulars and Currency	As at 31.03.2026		As at 31.03.2025	
	Foreign Currency Amount	₹ in Lacs	Foreign Currency Amount	₹ in Lacs
USD	280,619	265.62	193,747	165.61
Euro	33,319	36.32	25,070	23.09

46 Leases

The Company's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancelable, range between 11 months to 9 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The lease payment of Rs. 2226.96 lakhs (Previous Year Rs.2110.96 lakhs) has been recognised as expenses in the statement of Profit & Loss under the Note No. "Other Expenses".

47 The Company is primarily engaged in the textile business. Based on the internal reporting structure and the manner in which operating results are reviewed by the Chief Operating Decision Maker, the Company has identified textile business as its only reportable operating segment. Accordingly, no separate segment information is required to be disclosed in accordance with Ind AS 108, Operating Segments.

48 Struck Off Companies

Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:-

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding as at 31.03.2026	Balance outstanding as at 31.03.2025	Relationship with the Struck off company, if any, to be disclosed
O2 Spa Salon Pvt.Ltd.	Receivables	247,800	247,800	Customer
Textree [A Div Of K.K.Silk Mills Ltd]	Receivables	-	592	Customer
Ketan Marketing Pvt Ltd	Receivables	32,572	611,899	Customer
Sierra Exports Limited	Receivables	(540,603)	-	Customer

49 Capital Management

i) Risk Management

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio and is measured by net debt divided by capital employed. The Group's debt is defined as long term and short term borrowings including current maturities of long term borrowings and total equity (as shown in balance sheet) includes issued capital and all other reserves.

ii) Dividends

The gearing ratio at end of the reporting period was as follows. **(₹ in Lacs)**

Particulars	As at 31.03.2026	As at 31.03.2025
Dividends not recognised at the end of the reporting period (The directors have recommended the payment of a final dividend of ₹ 0.20 per fully paid equity share (March 31, 2025 ₹ 0.20). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.)	104.00	104.00

ii) Gearing Ratio

The gearing ratio at end of the reporting period was as follows. **(₹ in Lacs)**

Particulars	As at 31.03.2026	As at 31.03.2025
Borrowing	42,530.64	38,969.29
Less: Cash and Cash equivalents	411.63	169.62
Net Debt	**42,119.00**	**38,799.67**
Total Equity	**27,687.84**	**23,469.68**
Total Equity and Net Debt (Capital Employed)	**69,806.84**	**62,269.35**
Gearing ratio	**60.34%**	**62.31%**

50 Financial Risk Management

The Group's activities expose it to credit risk, liquidity risk, market risk, price risk and Interest Rate Risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the consolidated financial statements.

Sl. No.	Risk	Exposure arising from	Measurement	Management
1	Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, Review of investment on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, Investment limits, check on counterparties basis credit rating and investment review on quarterly basis.
2	Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security.
3	Market Risk – Foreign Currency Risk	Highly probable forecast transactions and financial assets and liabilities not denominated in INR.	Foreign currency exposure review and sensitivity analysis.	Forward foreign currency contract, future and option.
4	Market Risk - Interest Rate Risk	Fluctuating interest rates on various loans taken from banks and others.	Interest Expense review and sensitivity analysis.	Treasure performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.
5	Price Risk – Commodity Prices	Basic ingredients of group raw materials are various grade of Yarn and Dyes where prices are volatile	The group sourcing components from vendors directly, hence it does not hedge its exposure to commodity price risk.	The group is able to pass on substantial price hike to the customers.

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, price risk, investment of surplus liquidity and other business risks effecting business operation. The group's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

(A) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Group is exposed to credit risk from its operating activities (primarily trade receivables), deposits with banks and loans given.

Credit Risk Management

For financial assets the Company has an investment policy which allows the Company to invest only with counterparties having credit rating equal to or above AAA and AA. The Company reviews the creditworthiness of these counterparties on an ongoing basis. Another source of credit risk at the reporting date is from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Group estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Group. The company has provisioning policy for expected credit losses. There is no credit risk in bank deposits which are demand deposits. The creditors risk is minimum in case of entity to whom loan has been given.

The maximum exposure to credit risk as at 31.03.2026, 31.03.2025 and 01.04.2024 is the carrying value of such trade receivables as shown in note 13 of the financials.

The Credit Loss allowances are provided in the case of trade receivables as under:

Loss allowance as on 01.04.2024	1,573.69
Change in loss allowance	487.89
Loss allowance as on 31.03.2025	**2,061.58**
Change in loss allowance	308.50
Loss allowance as on 31.03.2026	**2,370.08**

(B) Liquidity Risk

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has approved an appropriate framework for managing the Company's short, medium and long-term funding and liquidity requirements. The Management monitors liquidity forecasts and cash flows and manages liquidity risk by matching the maturity profiles of financial assets and liabilities.

The following table presents the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows, including contractual interest payments, as at the Balance Sheet date.

Contractual maturities of financial liabilities as at March 31, 2026	Less than 1 year	More than 1 year	Total
Borrowings	42,494.69	35.94	42,530.64
Trade payables	7,593.84	-	7,593.84
Lease Liabilities	7.35	170.52	177.87
Interest on Security Deposit Payable	40.16	-	40.16
Unpaid Dividend	8.93	-	8.93
Sundry Creditors for Capital Goods	61.70	-	61.70
Deposits	422.30	3,342.90	3,765.20

Contractual maturities of financial liabilities as at March 31, 2025	Less than 1 year	More than 1 year	Total
Borrowings	38,456.55	512.74	38,969.29
Trade payables	8,796.35	-	8,796.35
Interest on Security Deposit Payable	31.24	-	31.24
Unpaid Dividend	1.09	-	1.09
Sundry Creditors for Capital Goods	27.53	-	27.53
Deposits	1.56	3,506.38	3,507.94

(C) Market risk

Foreign currency risk

The Company significantly operates in domestic market, hence very insignificant portion of export and import took place during the years. Company is mitigating the currency risk by natural and financial hedging.

Open exposure

The Company's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

Particulars	Euro	USD
As at 31.03.2026		
Trade receivables- Foreign Currency	107,390	1,185,244
Trade receivables- INR in Lacs	117.06	1,121.88
Trade payables- Foreign Currency	33,319	280,619
Trade payables- INR in Lacs	36.32	265.62

Particulars		
As at 31.03.2025		
Trade receivables- Foreign Currency	900,726	1,289,547
Trade receivables- INR in Lacs	829.48	1,102.24
Trade payables- Foreign Currency	25,070	193,747
Trade payables- INR in Lacs	23.09	165.61

Sensitivity Anaysis-

The Company is mainly exposed to changes in USD and Euro. The sensitivity analysis demonstrate a reasonably possible change in USD and Euro exchange rates, with all other Variables held constant. 5% appreciation/depreciation of USD and Euro with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa.

Particulars	**As at 31.03.2026**		**As at 31.03.2025**	
Impact on profit or loss for the year	**Strengthens**	**Weakening**	**Strengthens**	**Weakening**
Euro Impact	4.04	(4.04)	40.32	(40.32)
USD Impact	42.81	(42.81)	46.83	(46.83)
Total	**46.85**	**(46.85)**	**87.15**	**(87.15)**

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regard 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 the fixed rate and floating rate financial instruments in its total portfolio.

The exposure of company borrowings to interest rate changes at the end of reporting period are as follows:

Particulars	**As at 31.03.2026**	**As at 31.03.2025**
Variable rate borrowings	38,927.93	35,366.58
Fixed rate borrowings	3,602.70	3,602.70
Total borrowings	**42,530.64**	**38,969.29**

Interest Rate Sensitivity Anaysis-

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	**Basis Points**	**Impact on Profit before Tax**	
		As at 31.03.2026	**As at 31.03.2025**
Increase in Basis points	+50	(194.64)	(176.83)
Decrease in Basis points	- 50	194.64	176.83

(D) Price risk

The group is exposed to price risk in basic ingrediants of Group's raw material and is procuring finished components and bought out materials from vendors directly. The Group monitors its price risk and factors the price increase in pricing of the products.

51 In the opinion of the Board, the current assets, loans & advances have a value realisation, in the ordinary course of business at least equal to the amount at which they are stated.

52 The balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

53 OTHER STATUTORY INFORMATION :

i) No proceeding has been initiated or pending against the group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii) The Group has neither traded nor invested in Crypto Currency or virtual currency during the year.

iii) The Group has not been declared willful defaulter by any bank or financial institution or any other lender for the years ended 31 March 2026 and 31 March 2025.

iv) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

v) The Group does not have any such 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).

vi) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the Intermediary shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

viii) Quarterly returns or statements of current assets filed by the Group with banks or financial institutions are in agreement with the books of accounts.

ix) The Group has used the borrowings from banks and financial institutions for the specific purpose for which it was obtained.

x) 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 and investment properties are held in the name of the Company as at the balance sheet date.

54 Fair Value Measurement

(₹ in Lacs)

Financial instruments by category	March 31, 2026				March 31, 2025			
	FVTPL	FVOCI	Amortised cost	Total	FVTPL	FVOCI	Amortised cost	Total
Financial assets								
Investments								
– Equity instruments	100.20	-	654.59	754.79	100.20	-	657.83	758.03
Security Deposits	-	-	725.96	725.96	-	-	701.04	701.04
Trade receivable	-	-	22,261.55	22,261.55	-	-	21,395.93	21,395.93
Cash and cash equivalents	-	-	411.63	411.63	-	-	169.62	169.62
Bank balances other than Cash and cash equivalents	-	-	756.26	756.26	-	-	828.70	828.70
Fair Valuation of Forward Contracts	932.43	-	-	932.43	-	(9.76)	-	(9.76)
Loans to Staff	-	-	102.49	102.49	-	-	166.26	166.26
Fixed deposits with banks	-	-	46.74	46.74	-	-	-	-
Total financial assets	**1,032.63**	**-**	**24,959.22**	**25,991.86**	**100.20**	**(9.76)**	**23,919.38**	**24,009.81**
Financial liabilities								
Borrowings	-	-	42,530.64	42,530.64	-	-	38,969.29	38,969.29
Deposits from dealers / customers	-	-	3,342.90	3,342.90	-	-	3,506.38	3,506.38
Trade payables	-	-	7,593.84	7,593.84	-	-	8,796.35	8,796.35
Lease liabilities	-	-	177.87	177.87	-	-	-	-
Interest on Security Deposit Payable	-	-	40.16	40.16	-	-	31.24	31.24
Unpaid Dividend	-	-	8.93	8.93	-	-	1.09	1.09
Sundry Creditors for Capital Goods	-	-	61.70	61.70	-	-	27.53	27.53
Deposits	-	-	422.30	422.30	-	-	1.56	1.56
Total financial liabilities	**-**	**-**	**54,178.33**	**54,178.33**	**-**	**-**	**51,333.44**	**51,333.44**

i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the consolidated financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial assets measured at fair value

(₹ in Lacs)

Financial assets measured at fair value At March 31, 2026	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
– Equity instruments	-	-	100.20	100.20
Fair Valuation of Forward Contracts at FVTPL	932.43	-	-	932.43
Total	**932.43**	**-**	**100.20**	**1,032.63**
Financial assets measured at fair value At March 31, 2025	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets				
Financial Investments at FVTPL				
– Equity instruments	-	-	100.20	100.20
Fair Valuation of Forward Contracts at FVOCI	(9.76)	-	-	(9.76)
Total	**(9.76)**	**-**	**100.20**	**90.44**

Level 1 : Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, mutual funds and forward contracts that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

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

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration.

ii) Valuation technique used to determine fair value

The fair value of forward contracts has been determined using mark-to-market valuations provided by the banks, based on observable market inputs, as at March 31, 2026.

The equity investments are unquoted and have been classified within Level 3 of the fair value hierarchy. In the absence of quoted market prices and observable market inputs, their carrying amount has been considered a reasonable approximation of fair value based on the information available as at March 31, 2026.

iii) Valuation processes

The carrying amounts of trade receivables, trade payables, capital creditors, loans to staff, security deposits with government departments, cash and cash equivalents, current borrowings, and other financial assets and liabilities are considered to approximate their fair values due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

55 Interest in Other Entities

The Consolidated Financial Statements present the Consolidated Accounts of Donear Industries Limited with its Associate:

Associate

Name	Country of Incorporation	Activities	Proportion of Ownership of Interest	
			As at 31.03.2026	As at 31.03.2025
Neo Stretch Private Limited	India	Manufacturing and trading of fabrics and readymade garments.	22%	22%

56 Additional information, as required to Consolidated Financial Statements to Schedule III to the Companies Act, 2013, of enterprises consolidated as Associates

	Share in profit or loss		Share in Other comprehensive income (OCI)		Share in Total comprehensive income (TCI)	
	As % of consolidated profit or loss	(Rs.)	As % of consolidated OCI	(Rs.)	As % of consolidated TCI	(Rs.)
2024-25						
Donear Industries Limited	100.06%	3,188.82	100.00%	(67.66)	100.07%	3,121.16
Associates						
Indian						
Neo Strech Private Limited	-0.06%	(2.03)	0.00%	-	-0.07%	(2.03)
Total	**100.00%**	**3,186.79**	**100.00%**	**(67.66)**	**100.00%**	**3,119.13**
2025-26						
Donear Industries Limited	100.07%	4,346.44	100.00%	(21.04)	100.08%	4,325.40
Associates						
Indian						
Neo Strech Private Limited	-0.07%	(3.24)	0.00%	-	-0.08%	(3.24)
Total	**100.00%**	**4,343.20**	**100.00%**	**(21.04)**	**100.00%**	**4,322.15**

As per our report of attached even date
FOR M L BHUWANIA AND CO LLP
CHARTERED ACCOUNTANTS
Firm's Registration Number: 101484W/W100197

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Ashishkumar Bairagra
Partner
Membership No.109931

Rajendra V. Agarwal
Managing Director
DIN No. 00227233

Ajay V. Agarwal
Whole time Director
DIN No. 00227279

Place : Mumbai
Date : 30th May, 2026

Ashok B. Agarwal
Chief Financial Officer

Krishna Agrawal
Company Secretary

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